## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL				
MB Number:	3235-0287			
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ours per response	e 0.5			

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(France or Typ	e Responses	7													
Name and Address of Reporting Person * Torgerson William			2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]					5. I	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner						
(Last) (First) (Middle) 2051 PALOMAR AIRPORT ROAD, SUITE 100				3. Date of Earliest Transaction (Month/Day/Year) 02/20/2014					X	X Officer (give title below) Other (specify below) Vice President, Global Sales					
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)						_X_	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
CARLSBAD, CA 92011										Form filed by More than One Reporting Person					
(City)	)	(State)	(Zip)			Гable I -	Non-Deriv	ative Se	curities	Acquired	l, Dispose	d of, or Ben	eficially Ow	ned	
(Instr. 3) Dat		2. Transaction Date (Month/Day/Year)			f Code (Instr.	(	(A) or Di	Securities Acquired A) or Disposed of (D) nstr. 3, 4 and 5)		Owned Following Reported Transaction(s)		ted	Ownership Form:	Beneficial	
				(Month/Da	ay/ y ea:	Cod	e V	Amount	(A) or (D)	Price	str. 3 and 4	+)			Ownership (Instr. 4)
Class A Co \$0.0001)		ock (par value	02/20/2014			М		1,645	A	\$ 0 13,	,113			D	
Class A Co \$0.0001)	ommon Sto	ock (par value	02/20/2014			F		1,645	1)	\$ 9.98 11,	,468			D	
Reminder: R	Report on a se	eparate line for eac	n class of securities	s ocherician	., ., .,	ed directi	Persoi contai	ns who ned in t	this for	m are not	t require	n of inforn d to respo ontrol nun	nd unless t		1474 (9-02)
Reminder: R	Report on a se	eparate line for eac					Person contai form d	ns who ned in t lisplays	this for	m are not ently vali	t required d OMB c	d to respo	nd unless t		1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion	3. Transaction Date	Table II - I	Derivative S e.g., puts, c 4. Transact Code	Securion of Do See Ac (A Di of	vies Acquarrants, Number Perivative curities equired of or opposed (D)	Person contai form d	ns who ned in t lisplays losed of, onvertible xercisable n Date	or Bene le and	m are not ently vali eficially O	t required d OMB c wned	d to respondent on trol number of 8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Ownersl Form of Derivati Security Direct (I or Indirect)	11. Natur of Indire Benefici Ownersh (Instr. 4)
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction	Table II - I (a) 3A. Deemed Execution Date, (a) any	Derivative S e.g., puts, c 4. Transact Code	Securire alls, we see that the securior of the	ies Acquarrants, Number Privative curities equired ) or sposed	Person contain form dired, Dispoptions, contain form dispoptions, contain form direct persons and the contain form direct persons are contained and the cont	ns who ned in t lisplays loosed of, loovertib exercisable a Date lay/Year)	this forms a curre or Beneale secur le and	rm are not rently valides eficially Orities)  7. Title and Amount of Underlying Securities	t required d OMB c wned  ad af af ag and 4)  Amount or Number	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	of 10. Ownersl Form of Derivati Security Direct (1 or Indire	11. Natur of Indire Benefici Ownersh (Instr. 4)
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction	Table II - I (a) 3A. Deemed Execution Date, (a) any	Derivative S e.g., puts, c 4. Transact Code	Securire alls, we see that the securior of the	ties Acquarrants, Number erivative curities equired ) or sposed (D) sstr. 3, 4, d 5)	Persoi contai form di ired, Dispoptions, co options, co Expiration (Month/D	ns who ned in t lisplays loosed of, loovertib exercisable a Date lay/Year)	this forms a curre or Beneale secur le and	m are not ently vali- eficially O- rities)  7. Title an Amount o Underlyin Securities (Instr. 3 an	t required d OMB c owned and of find find 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Ownersl Form of Derivati Security Direct (I or Indirect)	11. Natur of Indire Benefici Ownersh (Instr. 4)

P	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Torgerson William 2051 PALOMAR AIRPORT ROAD						
SUITE 100			Vice President, Global Sales			
CARLSBAD, CA 92011						

## **Signatures**

/s/ Adam Spice, as Attorney-in-Fact	02/21/2014
**Signature of Reporting Person	Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit ("RSU") represents the contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.

Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty-five percent (25%) of the 60,000 RSUs subject to the award will vest on November 20, 2013, and one-sixteenth (1/16th) of the RSUs subject to the award will vest on each February 20, May 20, August 20 and November 20 thereafter, such that the award will be fully vested on November 20, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.