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

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

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SEC 1474 (9-02)

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

1. Name and Address of Reporting Person.* 2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL] 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 0 (Last) (First) (Middle) 2051 PALOMAR AIRPORT ROAD, SUITE 100 3. Date of Earliest Transaction (Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) (City) (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) 5. Amount of Securities Beneficially Owner 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction (A) or Disposed of (D) (Instr. 8) 5. Amount of Securities Beneficially Owneer Following Reported Transaction(S) 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 7. Nature Ownership (Instr. 4)	(Print of Type Responses)												
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) X_Officer (give title below) Other (specify below) 2051 PALOMAR AIRPORT ROAD, SUITE 100 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security 2. Transaction 3. Transaction 4. Securities Acquired, (A) or Disposed of (D) 5. Amount of Securities Beneficially 6. 7. Nature of Indirect Beneficially (Instr. 3) Date (Month/Day/Year) 3. Transaction 4. Securities Acquired (A) or Disposed of (D) 5. Amount of Securities Beneficially 6. 7. Nature of Indirect Beneficially (Instr. 3) (Month/Day/Year) (Month/Day/Year) (A) or (A) or (Instr. 3 and 4) (Instr. 4) 0.					ng Symb	ol	(Check all applicable)						
CARLSBAD, CA 92011 X_ Form filed by One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction (Instr. 8) 3. Transaction (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) 6. Ownership (Instr. 3 and 4) 7. Nature of Indirec Beneficial Ownership (Instr. 4)			D GINTER 100	3. Date of Earliest Transaction (Month/Day/Year)									
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) 6. 7. Nature of Indirec Beneficial Ownership Ownership (Instr. 4)	CARLSBAD, CA 9	. ,		4. If Amendment, Date Original Filed(Month/Day/Year)						_X_Form filed by One Reporting Person			
(Instr. 3)Date (Month/Day/Year)Execution Date, if any (Month/Day/Year)Code (Instr. 8)(A) or Disposed of (D) (Instr. 3, 4 and 5)Owned Following Reported Transaction(s)Ownership of Indirect Beneficial Ownership (Instr. 4)(Instr. 3)(Instr. 3, 4 and 5)(Instr. 3, 4 and 5)(Instr. 3 and 4)Ownership or Indirect (I)Ownership or Indirect	(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
(A) or (I)	-	Execution Date, if any	Code (Instr. 8)		(A) or D	isposed	of (D)	Owned Following Reported Transaction(s)	of Indirect Beneficial Ownership				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.	Code V Amount (D) Price (Instr. 4)												

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (a.g., pute, colla, worments, options, convertible securities)

	(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of	2.		3A. Deemed	4.		5. Numb	er	6. Date Exer	cisable and	7. Title and	l	8. Price of	9. Number of		11. Nature
Derivativ			Execution Date, if				Expiration Date		Amount of				Ownership		
Security		(Month/Day/Year)		Code		Derivativ		(Month/Day	/Year)	Underlying			Securities		Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Securitie				Securities		· /	Beneficially	Derivative	
	Derivative					Acquired	1			(Instr. 3 and	d 4)				(Instr. 4)
	Security					(A) or	1.0							Direct (D)	
						Disposed (D)	101						Reported Transaction(s)	or Indirect	
						(D) (Instr. 3,	4						(Instr. 4)	(Instr. 4)	
						and 5)	',						(msu: i)	(1150. 1)	
											Amount				
									Expiration	Title	or Number				
								Exercisable	Date	11110	of				
				Code	V	(A)	(D)				Shares				
										Class A					
Restricte	d									Common					
Stock	u (1)	06/02/2014		А		21,237		(2)	05/20/2018	Stock	21,237	\$ 0	21,237	D	
Units	<u></u>	00/02/2014		Α		21,237			03/20/2018	(par	21,237	φU	21,237	D	
Onits										value					
										\$0.0001)					
										Class A					
Stock										Common					
Option										Stock					
(Right to	\$ 9.23	06/02/2014		Α		25,051		<u>(3)</u>	06/02/2021	(par	25,051	\$ 0	25,051	D	
Buy)										value					
,										\$0.0001)					
										<i><i><i>q</i></i>0.0001)</i>					

Reporting Owners

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

Signatures

/s/ Justin Scarpulla, as Attorney-in-Fact	06/04/2014
**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 a 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, one-sixteenth (1/16th) of the (2) RSUs subject to the award shall vest on August 20, 2014, and an additional one-sixteenth of the RSUs subject to the award shall vest on each successive November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on May 20, 2018.
- 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, one-sixteenth (1/16th) of the (3) shares subject to the option shall vest and become exercisable on August 20, 2014, and an additional one-sixteenth of the shares subject to the option shall vest and become exercisable on each successive November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on May 20, 2018.

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

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