

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>REDDY MADHUKAR</b>		2. Issuer Name and Ticker or Trading Symbol <b>MAXLINEAR INC [MXL]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>VP, Central Engineering</b>	
(Last) (First) (Middle) 5966 LA PLACE COURT, SUITE 100		3. Date of Earliest Transaction (Month/Day/Year) 08/20/2014			
(Street) CARLSBAD, CA 92008		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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 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) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock (par value \$0.0001) (1)	08/20/2014		M		1,700	A	\$ 0.2323	90,351	D	
Class A Common Stock (par value \$0.0001)	08/20/2014		S(2)		1,700	D	\$ 9.7958 (3)	88,651	D	
Class A Common Stock (par value \$0.0001) (4)	08/20/2014		M		1,447	A	\$ 0	92,504	D	
Class A Common Stock (par value \$0.0001)	08/20/2014		F		1,447	D	\$ 9.83	91,057	D	
Class A Common Stock (par value \$0.0001) (1)	08/21/2014		M		1,700	A	\$ 0.2323	92,757	D	
Class A Common Stock (par value \$0.0001)	08/21/2014		S(2)		1,700	D	\$ 9.7385 (9)	91,057	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						
Employee Stock Option (right to buy)	\$ 0.2323	08/20/2014		M		1,700	(5)	10/28/2015	Class B Common Stock (par value \$0.0001) (6)	1,700	\$ 0	21,126	D	
Restricted Stock Units	(4)	08/20/2014		M		783	(7)	08/20/2015	Class A Common Stock (par value \$0.0001)	783	\$ 0	8,333	D	
Restricted Stock Units	(4)	08/20/2014		M		664	(8)	05/20/2018	Class A Common Stock (par value	664	\$ 0	26,547	D	

										\$0.0001)					
Employee Stock Option (right to buy)	\$ 0.2323	08/21/2014		M		1,700	(5)	10/28/2015		Class B Common Stock (par value \$0.0001) (6)	1,700	\$ 0	19,426	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REDDY MADHUKAR 5966 LA PLACE COURT SUITE 100 CARLSBAD, CA 92008			VP, Central Engineering	

## Signatures

/s/ Adam Spice, as Attorney-in-Fact		08/21/2014
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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) Reflects shares of Class B Common Stock converted into an equivalent number of shares of Class A Common Stock.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 28, 2014.
- (3) Represents the weighted average share price of an aggregate total of 1,700 shares sold in the price range of \$9.735 to \$9.84 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) Each restricted stock unit ("RSU") represents the contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.
- (5) Shares subject to the option are fully vested and immediately exercisable.
- Each share of Class B Common Stock is convertible into one share of Class A Common Stock upon certain transfers and at the option of the Reporting Person. On the seventh anniversary of the closing of the Registrant's initial public offering (March 29, 2017), the Class B Common Stock and the Class A Common Stock will automatically convert into a single class of Common Stock.
- (6) 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 twelfth (1/12th) of the 25,000 RSUs subject to the award shall vest on November 20, 2012, and one twelfth (1/12th) of the 25,000 RSUs subject to the award shall vest on each February 20, May 20, August 20 and November 20 thereafter, such that the award shall be fully vested on August 20, 2015.
- (7) 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 28,136 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.
- (8) Represents the weighted average share price of an aggregate total of 1,700 shares sold in the price range of \$9.695 to \$9.77 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (9)

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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