UNITED STATES SECURITIES AND EXCHANGE COMMISSION	1
Washington, D.C. 20549	

OMB APPR	ROVAL				
OMB Number:	3235-0287				
Estimated average burden					
nours 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

(Print or Type Responses)  1. Name and Address of Reporting Person *-				2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer					
Scarpulla Justin				MAXLINEAR INC [MXL]							(Check all applicable) Director 10% Owner				
(Last) (First) (Middle) 5966 LA PLACE COURT, SUITE 100				3. Date of 1 1/20/20		ransacti	on (Montl	h/Day/Ye	ear)		X Officer (give title below) Other (specify below) VP, Corporate Controller				w)
		(Street)		4. If Amen		ate Orig	ginal Filed	(Month/Da	y/Year)		6. Individual or Joint/Group Filing(Check Applicable Line)				
CARLSBAD, CA 92008									-	_X_Form filed by One Reporting PersonForm filed by More than One Reporting Person					
(City)		(State)	(Zip)		т	ahle I - 1	Non-Deri	vative S	ecurities	s A canin	red Disnose	d of or Ren	eficially Owr	ed	
1 Title of Se	ecurity	2. Transaction		2A. Deem				4. Securi							7. Nature
.Title of Security Instr. 3)		Date	Execution		Code	(	(A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D)	Owned Follo	f Securities Beneficially wing Reported		wnership	of Indirect Beneficial Ownership	
	(Month/Day/Y		(Month/Day/Year)	r) any (Month/Day/Y)		(Instr. 8			8) (		Transaction(s) (Instr. 3 and 4)		r		Direct (D)
									(A) or				0	r Indirect	(Instr. 4)
						Code	e V	Amount	(D)	Price				(nstr. 4)	
Class A Co \$0.0001)		ock (par value	11/20/2014			M		1,976	A	\$ 0	21,701 (2)		I	)	
Class A Co \$0.0001)	ommon Sto	ock (par value	11/20/2014			F		1,976	1)	\$ 7.29	19,725		I	)	
Reminder: R	Report on a se	eparate line for eac	h class of securities	beneficial	lly owne	d directly	y or indire	ctly.							
											ne collectio		nation nd unless th		474 (9-02
											alid OMB o				
			Table II - I	Derivative	Securiti	es Acau			or Bene	eficially	Owned				
1.777.1	I <sub>a</sub>	la m	1	e.g., puts,	calls, wa	rrants,	ired, Disp options, c	osed of, onvertib	le secur	rities)		lo n: c	lo az - t	· I.o	l., x
	2. Conversion	3. Transaction Date		e.g., puts, 4.	calls, wa	rrants,	ired, Disp	oosed of, onvertib	le secur		e and		9. Number of Derivative		
Derivative Security	Conversion		3A. Deemed Execution Date, any	4. Transac Code	tion of Den	rrants, Number	ired, Dispoptions, c	oosed of, onvertib xercisabl n Date	ole secur le and	7. Title	e and nt of lying	Derivative Security	Derivative Securities	Ownersh Form of	of Indi Benefi
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date,	4. Transac Code	5. N tion of Der Sec Acc	Vumber vivative urities quired	ired, Dispoptions, c 6. Date E. Expiration	oosed of, onvertib xercisabl n Date	ole secur le and	7. Title Amour Underl Securit	e and nt of lying	Derivative	Derivative Securities Beneficially Owned	Ownersh Form of Derivativ Security:	(Instr.
Derivative Security	Conversion or Exercise Price of	Date	3A. Deemed Execution Date, any	4. Transac Code	tion of Der Sec Acc (A) Dis	Trants, Jumber vivative urities quired or posed	ired, Dispoptions, c 6. Date E. Expiration	oosed of, onvertib xercisabl n Date	ole secur le and	7. Title Amour Underl Securit	e and nt of lying ties	Derivative Security	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (I or Indire	of Indi Benefic We Owner (Instr.
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, any	4. Transac Code	5. Notion of Den According (A) Dis of (	Trants, Jumber vivative urities quired or posed	ired, Dispoptions, c 6. Date E. Expiration	oosed of, onvertib xercisabl n Date	ole secur le and	7. Title Amour Underl Securit	e and nt of lying ties	Derivative Security	Derivative Securities Beneficially Owned Following	Ownersh Form of Derivativ Security: Direct (I or Indire	of Indi Benefic Owner (Instr.
1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, any	4. Transac Code	5. Notion of Den According (A) Dis of (	rrants, a Number rivative urities quired or posed D) str. 3, 4,	ired, Dispoptions, c 6. Date E. Expiration	oosed of, onvertib xercisabl n Date	ole secur le and	7. Title Amour Underl Securit	e and nt of lying ties 3 and 4)	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s	Ownersh Form of Derivativ Security Direct (I or Indire	of Indi Benefic Owner (Instr.
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, any	4. Transac Code	5. Notion of Der Sec Acc (A) Dis of (Ins	rrants, a Number rivative urities quired or posed D) str. 3, 4,	ired, Dispoptions, c 6. Date E Expiration (Month/D	oosed of, onvertib xercisabl n Date Day/Year	ole secur le and	7. Title Amour Underl Securit	e and nt of lying ties	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s	Ownersh Form of Derivativ Security Direct (I or Indire	of Indi Benefic Owner (Instr.
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, any	4. Transac Code	5. Notion of Der Sec Acc (A) Dis of (Ins	rrants, a Number rivative urities quired or posed D) str. 3, 4,	ired, Dispoptions, c 6. Date E. Expiration	posed of, onvertib xercisabl n Date Day/Year	ole secur le and	7. Title Amour Underl Securit	e and at of lying ties 3 and 4)  Amoun or Number	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s	Ownersh Form of Derivativ Security Direct (I or Indire	of Indi Benefic Owner (Instr.
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, any	4. Transac Code	5. Notion of Der Sec Acc (A) Dis of (Ins	Number rivative urities quired or posed D) str. 3, 4, 5)	ired, Dispoptions, c 6. Date E Expiration (Month/D	posed of, onvertib xercisabl n Date Day/Year	ole secur le and	7. Title Amour Underl Securit (Instr.	e and nt of lying ties 3 and 4)	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s	Ownersh Form of Derivativ Security Direct (I or Indire	of Indi Benefic Owner (Instr.
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, any	e.g., puts, 4. Transac Code r) (Instr. 8	tion of Der Sec Acc (A) Dis of (Instance)	Number rivative urities quired or posed D) str. 3, 4, 5)	ired, Dispoptions, c 6. Date E Expiration (Month/D	posed of, onvertib xercisabl n Date Day/Year	ole secur le and	7. Title Amour Underl Securit (Instr. :	e and at of lying ties 3 and 4)  Amoun or Number of Shares	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s	Ownersh Form of Derivativ Security Direct (I or Indire	of Indi Benefi Owner (Instr.
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year	3A. Deemed Execution Date, any	e.g., puts, 4. Transac Code r) (Instr. 8	tion of Der Sec Acc (A) Dis of (Instance)	Number rivative urities quired or posed D) str. 3, 4, 5)	ired, Dispoptions, c 6. Date E Expiration (Month/E)  Date Exercisab	posed of, onvertib xercisabl n Date Day/Year	e and	7. Title Amour Underl Securit (Instr. :	Amoun or Number of Shares	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s	Ownersh Form of Derivativ Security Direct (I or Indire	of Indi Benefi Owner (Instr.
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, any	e.g., puts, 4. Transac Code r) (Instr. 8	tion of Der Sec Acc (A) Dis of (Instance)	Number rivative urities quired or posed D) str. 3, 4, 5)	ired, Dispoptions, c 6. Date E Expiration (Month/D	posed of, onvertib xercisabl n Date Day/Year	ole secur le and	7. Title Amour Underl Securit (Instr. :	Amoun or Number of Shares	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s	Ownersh Form of Derivativ Security Direct (I or Indire	of Indi Benefi Owner (Instr.
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year	3A. Deemed Execution Date, any	e.g., puts,  4. Transacc Code (Instr. 8)	tion of Der Sec Acc (A) Dis of (Instance)	rrants, Number vivative urities quired or posed D) ttr. 3, 4, 5)	ired, Dispoptions, c 6. Date E Expiration (Month/E)  Date Exercisab	posed of, onvertib xercisabl n Date Day/Year	e and	Title  Class Comn Stoc (pai value	Amoun or Number of Shares 3 A non ck rie c	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction( (Instr. 4)	Ownersh Form of Derivativ Security: Direct (I or Indire s) (I) (Instr. 4)	of Indi Benefic Owner (Instr.
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year	3A. Deemed Execution Date, any	e.g., puts,  4. Transacc Code (Instr. 8)	tion of Der Sec Acc (A) Dis of (Instance)	rrants, Number vivative urities quired or posed D) ttr. 3, 4, 5)	ired, Dispoptions, c 6. Date E Expiration (Month/E)  Date Exercisab	posed of, onvertib xercisabl n Date Day/Year	e and	Title  Class Comn Stoc (pa) yalu \$0.000	Amoun or Number of Shares  S A non non ck rate of 1,644 rate of 01)	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction( (Instr. 4)	Ownersh Form of Derivativ Security: Direct (I or Indire s) (I) (Instr. 4)	of Indi Benefi Owner (Instr.
Derivative Security (Instr. 3) Restricted Stock Units	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year	3A. Deemed Execution Date, any	e.g., puts,  4. Transacc Code (Instr. 8)	tion of Der Sec Acc (A) Dis of (Instance)	rrants, Number vivative urities quired or posed D) ttr. 3, 4, 5)	ired, Dispoptions, c 6. Date E Expiration (Month/E)  Date Exercisab	posed of, onvertib xercisabl n Date Day/Year	e and	Title  Class Comn Stoc (pa) valu \$0.000 Class	Amount of Shares S A noon ck ree noon ck ree noon ck ree noon ck s A	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction( (Instr. 4)	Ownersh Form of Derivativ Security: Direct (I or Indire s) (I) (Instr. 4)	of Indi Benefic Owner (Instr.
Derivative Security (Instr. 3)  Restricted Stock Units	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year	3A. Deemed Execution Date, any	e.g., puts,  4.  Transaci Code (Instr. 8)  Code  M	tion of Der Sec Acc (A) Dis of (Instance)	rrants, Number ivative urities puired or posed D) ttr. 3, 4, 5)	pate Exercisab	posed of, onvertib xercisable n Date bay/Year	le secur le and	Title  Class Comn Stoc (par yalu \$0.00	Amoun or Number of Shares  S A noon  ck r 1,644  ne 01)	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction((Instr. 4)	Ownersh Form of Derivativ Security: Direct (I or Indires) (I) (Instr. 4)	of Indi Benefic Owner (Instr.
Derivative Security (Instr. 3) Restricted Stock Units	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year	3A. Deemed Execution Date, any	e.g., puts,  4. Transacc Code (Instr. 8)	tion of Der Sec Acc (A) Dis of (Instance)	rrants, Number vivative urities quired or posed D) ttr. 3, 4, 5)	ired, Dispoptions, c 6. Date E Expiration (Month/E)  Date Exercisab	posed of, onvertib xercisable n Date bay/Year	e and	Title  Class Comn Stoc (par yalu \$0.00	Amount of lying titles 3 and 4)  Amount or Number of Shares  S A mon ck rele 01)  S A mon ck 332	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction( (Instr. 4)	Ownersh Form of Derivativ Security: Direct (I or Indire s) (I) (Instr. 4)	of Indi Benefic Owner (Instr.

D		Relationships		
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Scarpulla Justin 5966 LA PLACE COURT SUITE 100 CARLSBAD, CA 92008			VP, Corporate Controller	

# **Signatures**

/s/ Adam Spice, as Attorney-in-Fact	11/24/2014
**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.
- (2) Includes 1,576 shares of Class A Common Stock acquired under the Company's 2010 Employee Stock Purchase Plan on November 17, 2014.
- 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%) (3) of the 70,000 RSUs subject to the award shall vest on November 20, 2012, and one sixteenth (1/16th) of the 70,000 RSUs subject to the award shall vest on each February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on November 20, 2015.
- 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 (4) the 14,158 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.

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.