FORM 4

☐ 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

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 [*] REDDY MADHUKAR	2. Issuer Name **and** Ticker or Trading Symbol MAXLINEAR INC [MXL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2015	___ Director ___ 10% Owner X Officer (give title below) ___ Other (specify below) VP, Central Engineering
(Street) CARLSBAD, CA 92008	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person ___ Form filed by More than 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 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			

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock (convertible into Class A Common Stock)	[(1)](#)	12/15/2015		G[(2)](#)	V		1,800	[(1)](#)	[(1)](#)	Class A Common Stock ($0.0001 par value)	1,800	$ 0	26,630	D	
Class B Common Stock (convertible into Class A Common Stock)	[(1)](#)	12/15/2015		G[(2)](#)	V	1,800		[(1)](#)	[(1)](#)	Class A Common Stock ($0.0001 par value)	1,800	$ 0	21,300	I	See Footnote [(3)](#)
Class B Common Stock (convertible into Class A Common Stock)	[(1)](#)	12/15/2015		G[(4)](#)	V		1,800	[(1)](#)	[(1)](#)	Class A Common Stock ($0.0001 par value)	1,800	$ 0	24,830	D	
Class B Common Stock (convertible into Class A Common Stock)	[(1)](#)	12/15/2015		G[(4)](#)	V	1,800		[(1)](#)	[(1)](#)	Class A Common Stock ($0.0001 par value)	1,800	$ 0	21,300	I	See Footnote [(5)](#)
Employee Stock Option (right to buy)	$ 1.1613	12/17/2015		M			10,000	[(6)](#)	08/07/2017	Class B Common Stock (convertible into Class A Common Stock)	10,000	$ 0	144,998	D	
Class B Common Stock (convertible	[(1)](#)	12/17/2015		M		10,000		[(1)](#)	[(1)](#)	Class A Common Stock	10,000	$ 0	34,830	D	

into Class A Common Stock)									($0.0001 par value)					

Reporting Owners

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

Signatures

/s/ Adam Spice, as Attorney-in-Fact		12/21/2015
**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 share of Class B Common Stock is convertible into one share of Class A Common Stock, which is the publicly traded stock, upon certain transfers and at the option of the holder. 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.

(2) Represents a transfer of shares for no consideration from the Reporting Person to Madhukar Reddy Cust Anavi Maram Reddy UTMA, for which the Reporting Person serves as custodian.

(3) Shares held by Madhukar Reddy Cust Anavi Maram Reddy UTMA, for which the Reporting Person serves as custodian.

(4) Represents a transfer of shares for no consideration from the Reporting Person to Madhukar Reddy Cust Arnav Maram Reddy UTMA, for which the Reporting Person serves as custodian.

(5) Shares held by Madhukar Reddy Cust Arnav Maram Reddy UTMA, for which the Reporting Person serves as custodian.

(6) The shares subject to this option became fully vested and exercisable on August 8, 2011.

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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