

# FORM 4

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

OMB APPROVAL	
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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).

## 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)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/22/2017</b>					
C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100								
(Street)			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		
CARLSBAD, CA 92008								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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			
Common Stock	05/22/2017		M		60,000	A	\$ 1.1613	245,819	D	
Common Stock	05/22/2017		S		60,000	D	\$ 31.6763 <a href="#">(1)</a>	185,819	D	
Common Stock <a href="#">(2)</a>	05/22/2017		M		6,529	A	\$ 0	203,200	D	
Common Stock	05/22/2017		F		6,529	D	\$ 31.73	196,671	D	
Common Stock								26,569	I	See footnote <a href="#">(3)</a>
Common Stock								26,569	I	See footnote <a href="#">(4)</a>

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
Stock Option (Right to Buy)	\$ 1.1613	05/22/2017		M		60,000		<a href="#">(5)</a>	08/07/2017	Common Stock	60,000	\$ 0	52,979	D	
Restricted Stock Units	<a href="#">(2)</a>	05/22/2017		M		2,630		<a href="#">(6)</a>	<a href="#">(6)</a>	Common Stock	2,630	\$ 0	0	D	
Restricted Stock Units	<a href="#">(2)</a>	05/22/2017		M		665		<a href="#">(7)</a>	<a href="#">(7)</a>	Common Stock	665	\$ 0	7,079	D	
Restricted Stock Units	<a href="#">(2)</a>	05/22/2017		M		1,338		<a href="#">(8)</a>	<a href="#">(8)</a>	Common Stock	1,338	\$ 0	28,500	D	
Restricted Stock Units	<a href="#">(2)</a>	05/22/2017		M		1,194		<a href="#">(9)</a>	<a href="#">(9)</a>	Common Stock	1,194	\$ 0	31,772	D	
Restricted Stock Units	<a href="#">(2)</a>	05/22/2017		M		702		<a href="#">(10)</a>	<a href="#">(10)</a>	Common Stock	702	\$ 0	28,047	D	

## 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		05/24/2017
<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) Represents the weighted average share price of an aggregate total of 60,000 shares sold in the price range of \$31.46 to \$31.85 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.
  - (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Common Stock.
  - (3) Shares held by Madhukar Reddy Cust Anavi Maram Reddy UTMA, for which the Reporting Person serves as custodian.
  - (4) Shares held by Madhukar Reddy Cust Arnav Maram Reddy UTMA, for which the Reporting Person serves as custodian.
  - (5) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2004 Stock Plan) through each applicable vesting date, twenty five (25%) of the 154,998 shares subject to the option vested and became exercisable on August 7, 2008, and 2.08% of the shares vested and became exercisable at the end of each monthly period thereafter.
  - (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, twenty five percent (25%) of the 28,000 RSUs subject to the award shall vest on May 20, 2014, and an additional twenty five percent (25%) of the RSUs subject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 2017.
  - (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 28,316 RSUs subject to the award shall vest on August 20, 2014, and an additional one-sixteenth (1/16th) 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) 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 57,000 RSUs subject to the award shall vest on August 20, 2015, and an additional one-sixteenth (1/16th) 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, 2019.
  - (9) 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 50,835 RSUs subject to the award shall vest on February 20, 2016, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive May 20, August 20, November 20, and February 20 thereafter, such that the award will be fully vested on November 20, 2019.
  - (10) 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 29,917 RSUs subject to the award shall vest on May 20, 2017, and an additional one-sixteenth (1/16th) of the RSUs subject to the award shall vest on each successive August 20, November 20, February 20 and May 20 thereafter, such that the award will be fully vested on February 20, 2021.

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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