

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* PRESIDIO MANAGEMENT GROUP VIII L L C			2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) ____ Other (specify below)		
(Last) 2735	(First) SAND HILL	(Middle) ROAD	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2010			6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(Street) MENLO PARK, CA 94025			4. If Amendment, Date Original Filed (Month/Day/Year) 11/17/2010					
(City) MENLO PARK	(State) CA	(Zip) 94025	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 (\$0.0001 par value)	11/15/2010		S		1,453 (1)	D	\$ 10.517 (2)	2,937 (1)	I	Directly owned by EP VIII-A (3)

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

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SEC 1474 (9-02)

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					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRESIDIO MANAGEMENT GROUP VIII L L C 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
ROOT JONATHAN D 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		

Rust Christopher J 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
Tansey Casey M 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
YOUNG PHILIP M 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		

Signatures

Michael P. Maher - Attorney in fact for each reporting person		11/30/2010
		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) The shares reported as sold in the original Form 4 filing were overstated in error by 20 shares, understating the shares held following the transaction by 20 shares. No other Form filings were impacted by this error.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.50 to \$10.57, inclusive. The reporting persons undertake to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 1 to this Form 4
- (2) See additional Form 4 filed by Presidio Management Group VIII, LLC ("PMG VIII") for additional members of this joint filing. PMG VIII is the general partner of US Venture Partners VIII, L.P. ("USVP VIII"), USVP Entrepreneur Partners VIII-A, L.P. ("EP VIII-A"), USVP Entrepreneur Partners VIII-B, L.P. ("EP VIII-B"), and USVP VIII Affiliates Fund, L.P. ("AFF VIII"), and Irwin Federman, Winston S. Fu, Steven M. Krausz, David E. Liddle, Jonathan D. Root, Christopher Rust, Casey M. Tansey, and Philip M. Young, the managing members of PMG VIII, may be deemed to share voting and dispositive power over the shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII. Such persons and entities disclaim beneficial ownership of shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII except to the extent of any pecuniary interest therein.
- (3)

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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