

FORM 4

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

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* LOUGHEED JAMES		2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]		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) _____	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2020		See Remarks
C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100					
(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
(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				
Common Stock	03/31/2020		A		810	(1)	A	\$ 0	48,101	D	
Common Stock	03/31/2020		F		280		D	\$ 11.67	47,821	D	
Common Stock	03/31/2020		A		3,404	(2)	A	\$ 0	51,225	D	
Common Stock	03/31/2020		F		1,177		D	\$ 11.67	50,048	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(3)	03/31/2020		A		25,706		(4)	(4)	Common Stock	25,706.00	\$ 0	25,706	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOUGHEED JAMES C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008			See Remarks	

Signatures

/s/ Connie Kwong, as Attorney-in-Fact	04/02/2020
**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) Represents shares of Common Stock issued to the Reporting Person in connection with the achievement of financial performance conditions for the 2019 fiscal year that were approved as part of the 2019 performance-based restricted stock award granted on May 20, 2019. All shares were issued pursuant to the Company's 2010 Equity Incentive Plan.
Represents shares of Common Stock issued to the Reporting Person in connection with an annual bonus award. All shares were issued pursuant to the Company's 2010 Equity Incentive
- (2) Plan. Grant amounts were determined based on the bonus award amount approved and the closing price of the Company's Common Stock in trading on the New York Stock Exchange on March 31, 2020.
- (3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of MaxLinear, Inc. Common Stock.
Subject to the Reporting Person continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, ten percent (10%) of the 25,706
- (4) RSUs subject to the award shall vest on May 20, 2021; twenty percent (20%) of the RSUs subject to the award shall vest on May 20, 2022; thirty percent (30%) of the RSUs subject to the award shall vest on May 20, 2023; and forty percent (40%) of the RSUs subject to the award shall vest on May 20, 2024, such that all the RSUs subject to the award will then be fully vested.

Remarks:

Vice President, Marketing, High Performance Analog

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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