

SEENDRIPU KISHORE  
Form 4  
January 21, 2011

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SEENDRIPU KISHORE

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)  
2051 PALOMAR AIRPORT ROAD, SUITE 100  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/19/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

CARLSBAD, CA 92011

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
				(A) or (D)	Price		
Class A Common Stock (\$0.0001 par value)	01/19/2011		S <sup>(3)</sup>	500 D	\$ 11.96 2,500	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/19/2011		S <sup>(3)</sup>	100 D	\$ 11.97 2,400	I	See Footnote (2)
Class A Common Stock	01/19/2011		S <sup>(3)</sup>	98 D	\$ 12 2,302	I	See Footnote

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Stock (\$0.0001 par value)								(2)
Class A Common Stock (\$0.0001 par value)	01/19/2011	S <sup>(3)</sup>	200	D	\$ 12.03	2,102	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/19/2011	S <sup>(3)</sup>	100	D	\$ 12.04	2,002	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/19/2011	S <sup>(3)</sup>	2	D	\$ 12.045	2,000	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/19/2011	S <sup>(3)</sup>	400	D	\$ 12.05	1,600	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/19/2011	S <sup>(3)</sup>	300	D	\$ 12.06	1,300	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/19/2011	S <sup>(3)</sup>	499	D	\$ 12.07	801	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/19/2011	S <sup>(3)</sup>	100	D	\$ 12.08	701	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/19/2011	S <sup>(3)</sup>	1	D	\$ 12.09	700	I	See Footnote (2)
Class A Common Stock	01/19/2011	S <sup>(3)</sup>	300	D	\$ 12.11	400	I	See Footnote (2)

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(\$0.0001 par value)									
Class A Common Stock (\$0.0001 par value)	01/19/2011	<u>S<sup>(3)</sup></u>	200	D	\$ 12.15	200		I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/19/2011	<u>S<sup>(3)</sup></u>	100	D	\$ 12.19	100		I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/19/2011	<u>S<sup>(3)</sup></u>	97	D	\$ 12.22	3		I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/19/2011	<u>S<sup>(3)</sup></u>	3	D	\$ 12.25	0		I	See Footnote (2)
Class A Common Stock (\$0.0001 par value) <u>(1)</u>	01/20/2011	<u>C<sup>(1)</sup></u>	8,295	A	<u>(1)</u>	8,295		I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/20/2011	<u>S<sup>(3)</sup></u>	200	D	\$ 11.05	8,095		I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/20/2011	<u>S<sup>(3)</sup></u>	315	D	\$ 11.06	7,780		I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/20/2011	<u>S<sup>(3)</sup></u>	200	D	\$ 11.08	7,580		I	See Footnote (2)
Class A Common Stock	01/20/2011	<u>S<sup>(3)</sup></u>	300	D	\$ 11.09	7,280		I	See Footnote (2)

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(\$0.0001 par value)									
Class A Common Stock (\$0.0001 par value)	01/20/2011		S <sup>(3)</sup>	200	D	\$ 11.1	7,080	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/20/2011		S <sup>(3)</sup>	998	D	\$ 11.11	6,082	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/20/2011		S <sup>(3)</sup>	381	D	\$ 11.12	5,701	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/20/2011		S <sup>(3)</sup>	100	D	\$ 11.13	5,601	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	01/20/2011		S <sup>(3)</sup>	102	D	\$ 11.14	5,499	I	See Footnote (2)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
				Code	V (A) (D)		Title		

