

Spice Adam C.
Form 4
May 22, 2012

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, 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 *
Spice Adam C.

(Last) (First) (Middle)
2051 PALOMAR AIRPORT ROAD, SUITE 100
(Street)

CARLSBAD, CA 92011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MAXLINEAR INC [MXL]

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP, Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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- (2) On May 18, 2012, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option granted to the Reporting Person on May 6, 2011. In exchange for the option, the Reporting Person received 137,500 restricted stock units ("RSUs").
- (3) Each RSU represents the contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.

- Subject to the Reporting Person's continuing to be a service provider through each applicable vesting date, one third (1/3rd) of the RSUs shall vest on May 18, 2013, and one third (1/3rd) of the RSUs shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 18, 2015.
- (4)

- The cancelled option provided for vesting as follows: Ten percent (10%) of the shares subject to the option shall vest and become exercisable on the one (1) year anniversary of May 6, 2011, the date of grant, and, thereafter, twenty percent (20%) of the shares subject to the option shall vest and become exercisable on the two (2) year anniversary of the date of grant, thirty percent (30%) of the shares subject to the option shall vest and become exercisable on the three (3) year anniversary of the date of grant, and forty percent (40%) of the shares subject to the option shall vest and become exercisable on the four (4) year anniversary of the date of grant, such that the option shall be fully vested on the four (4) year anniversary of the date of grant, subject to the Reporting Person's continuing to be a service provider through each such date.
- (5)

- (6) On May 18, 2012, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option granted to the Reporting Person on May 6, 2011. In exchange for the option, the Reporting Person received 15,000 RSUs.

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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