

MURPHY MATTHEW J  
Form 4  
December 29, 2008

**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 \*  
MURPHY MATTHEW J

2. Issuer Name and Ticker or Trading Symbol  
MAXIM INTEGRATED PRODUCTS INC [MXIM]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
120 SAN GABRIEL DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/25/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, WORLDWIDE SALES

SUNNYVALE, CA 94086  
(City) (State) (Zip)

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

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                                | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | Date Exercisable | Expiration Date       | Title        | Am or Num of S |
|---|------------------------------|------------------|------------|---|------------------|-----------------------|--------------|----------------|
|   |                              |                  | Code       | V (A) (D)   |                  |                       |              |                |
| Incentive Stock Option (right to buy)     | \$ 45.25                     | 12/25/2008       | D          |   | 7,731            | 12/25/2008 05/04/2014 | Common Stock | 7,             |
| Non-Qualified Stock Option (right to buy) | \$ 33.85                     | 12/25/2008       | D          |   | 11,000           | 12/25/2008 06/25/2013 | Common Stock | 11             |
| Non-Qualified Stock Option (right to buy) | \$ 34.1                      | 12/25/2008       | D          |   | 7,690            | 12/25/2008 06/30/2013 | Common Stock | 7,             |
| Non-Qualified Stock Option (right to buy) | \$ 34.94                     | 12/25/2008       | D          |   | 6,000            | 12/25/2008 09/28/2011 | Common Stock | 6,             |
| Non-Qualified Stock Option (right to buy) | \$ 35.83                     | 12/25/2008       | D          |   | 33,000           | 12/25/2008 11/02/2015 | Common Stock | 33             |
| Non-Qualified Stock Option (right to buy) | \$ 36.24                     | 12/25/2008       | D          |   | 15,350           | 12/25/2008 12/30/2015 | Common Stock | 15             |
| Non-Qualified Stock Option (right to buy) | \$ 40.96                     | 12/25/2008       | D          |   | 14,300           | 12/25/2008 11/30/2014 | Common Stock | 14             |
| Non-Qualified Stock Option (right to buy) | \$ 45.25                     | 12/25/2008       | D          |   | 3,768            | 12/25/2008 05/04/2014 | Common Stock | 3,             |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| MURPHY MATTHEW J<br>120 SAN GABRIEL DRIVE<br>SUNNYVALE, CA 94086 |               |           | VP, WORLDWIDE SALES |       |

## Signatures

By: Mark Casper For: Matthew J. Murphy  
12/29/2008

\_\_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) Sale price is equal to the Black-Scholes value of the option based upon the average closing stock price of the Company's common stock over the 20 trading day period ending November 5, 2008.

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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