SEENDRIPU KISHORE

Form 4

par value)

Class A Common

Stock

(\$0.0001 par value) 12/22/2010

(1)

December 27	', 2010											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL				
								OMB Number:	3235-0287			
Check thi if no long	er								Expires:	January 31, 2005		
subject to Section 1 Form 4 or	subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSH SECURITIES						NERSHIP OF	Estimated a burden hou response	average irs per			
Form 5 obligations may continue. See Instruction 1(b). 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 R	Responses)											
SEENDRIPU KISHORE S			Symbol	2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	liddla)			-	_,		(Chec	ck all applicable	e)		
(Month)			(Month/D 12/22/20		nsaction			_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) President and CEO				
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting				
CARLSBAI	O, CA 92011							Person	More than One Re	eporting		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Acc	quired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	l (A) of (D) 4 and (A) or)) 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)		
Class A				Code V	Amount	(D)	Price					
Common Stock	12/22/2010			С	3,000	A	(1)	3,000	I	See Footnote		
(\$0.0001										(2)		

 $G_{(3)}^{(3)}$ V 3,000 D (3) 0

(2)

See

(2)

Ι

Footnote

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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.

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. Transact Code (Instr. 8	tior)	5. Number conf 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)	
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock (convertible into Class A Common Stock) (1)	<u>(4)</u>	12/22/2010		C(1)	V		3,000	<u>(4)</u>	<u>(4)</u>	Class A Common Stock (\$0.0001 par value)	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
SEENDRIPU KISHORE 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011	X	X	President and CEO				

Signatures

/s/ Patrick E. McCready, by power of attorney

**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) Reflects shares of Class B Common Stock converted into an equivalent number of shares of Class A Common Stock.

Reporting Owners 2

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- (2) Shares held directly by the Seendripu Family Trust dated 10/5/09, a trust for the benefit of the Reporting Person and the Reporting Person's spouse, for which the Reporting Person and the Reporting Person's spouse serve as trustees.
- Represents a gift transfer of shares for no consideration from the Seendripu Family Trust dated 10/5/09, a trust for the benefit of the (3) Reporting Person and the Reporting Person's spouse, for which the Reporting Person and the Reporting Person's spouse serve as trustees, to the University of California, Berkeley Foundation.
- Each share of Class B common stock is convertible into one share of Class A Common Stock, which is publicly traded stock, upon (4) certain transfers and at the option of the holder. On the seventh anniversary of the closing of the Registrant's initial public offering (March 29, 2017), the Class B Common Stock and the Class A Common Stock will automatically convert into a single class of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.