

SEENDRIPU KISHORE
Form 4
March 30, 2010

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

(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)
03/29/2010

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)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (\$0.0001 par value) (1) (2)	03/29/2010		J(1)	18,920	D (1) (2) 0	I	See footnote (3)
Common Stock (\$0.0001 par value) (1) (2)	03/29/2010		J(1)	2,163,116	D (1) (2) 0	I	See footnote (4)
Common Stock	03/29/2010		J(1)	1,065,616	D (1) (2) 0	I	See footnote

(\$0.0001 par value) <u>(1)</u> <u>(2)</u>								<u>(5)</u>	
Common Stock (\$0.0001 par value) <u>(1)</u> <u>(2)</u>	03/29/2010		<u>J</u> ⁽¹⁾	1,065,616	D	<u>(1)</u> <u>(2)</u>	0	I	See footnote <u>(6)</u>

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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Class B Common Stock (convertible into Class A Common Stock) <u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	03/29/2010		<u>J</u> ⁽¹⁾	18,920	<u>(2)</u> <u>(2)</u>	Class A Common Stock (\$0.0001 par value)
Class B Common Stock (convertible into Class A Common Stock) <u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	03/29/2010		<u>J</u> ⁽¹⁾	2,163,116	<u>(2)</u> <u>(2)</u>	Class A Common Stock (\$0.0001 par value)
Class B Common Stock (convertible into Class A Common Stock) <u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	03/29/2010		<u>J</u> ⁽¹⁾	1,065,616	<u>(2)</u> <u>(2)</u>	Class A Common Stock (\$0.0001 par value)
	<u>(1)</u> <u>(2)</u>	03/29/2010		<u>J</u> ⁽¹⁾	1,065,616	<u>(2)</u> <u>(2)</u>	

Class B
Common
Stock
(convertible
into Class A
Common
Stock) ⁽¹⁾ ⁽²⁾

Class A
Common
Stock
(\$0.0001
par value

Employee
Stock
Option
(right to
buy)

\$ 4.6916	03/29/2010	J ⁽⁷⁾	86,110	⁽⁸⁾	07/28/2019	Common Stock
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Employee
Stock
Option
(right to
buy)

\$ 8.191	03/29/2010	J ⁽⁷⁾	226,039	⁽⁹⁾	10/27/2019	Common Stock
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Employee
Stock
Option
(right to
buy)

\$ 4.6916	03/29/2010	J ⁽⁷⁾	86,110	⁽⁸⁾	07/28/2019	Class B Common Stock
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Employee
Stock
Option
(right to
buy)

\$ 8.191	03/29/2010	J ⁽⁷⁾	226,039	⁽⁹⁾	10/27/2019	Class B Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 03/29/2010

 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)

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Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock (\$0.0001 par value) automatically converted into one share of Class B Common Stock (\$0.0001 par value) immediately prior to the closing of the Registrant's initial public offering on March 29, 2010.

- (2) Each share of Class B Common Stock is convertible into one share of Class A Common Stock, which is the Registrant's publicly traded stock registered under Section 12(b) of the Securities and Exchange Act of 1934, as amended, upon 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.
- (3) Shares held directly by the Seendripu Relatives Trust dated 10/5/09, a trust for the benefit of the Reporting Person's parents, siblings, and for which the Reporting Person serves as trustee.
- (4) 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.
- (5) Shares held directly by the Kishore V. Seendripu Annuity Trust dated 10/5/09, a grantor retained annuity trust, for which the Reporting Person serves as trustee.
- (6) Shares held directly by the Rekha S. Seendripu Annuity Trust dated 10/5/09, a grantor retained annuity trust, for which the Reporting Person's spouse serves as trustee.

- (7) Pursuant to a reclassification exempt under Rule 16b-7, each employee stock option to purchase one share of Common Stock (\$0.0001 par value) automatically converted into an option to purchase one share of Class B Common Stock (\$0.0001 par value) immediately prior to the closing of the Registrant's initial public offering on March 29, 2010.

- (8) This stock option was granted on July 28, 2009 and vests over four years. Subject to the optionee's continuing to provide services, 25% of the shares subject to the option vest and become exercisable one year after May 10, 2009, and 2.08% of the shares vest and become exercisable at the end of each monthly period thereafter.

- (9) This stock option was granted on October 27, 2009 and vests over four years. Subject to optionee's continuing to provide services, 10% of the shares subject to the stock option vest and become exercisable one year after the grant date, 20% of the shares subject to the stock option vest and become exercisable on the second anniversary of the grant date, 30% of the shares subject to the stock option vest and become exercisable on the third anniversary of the grant date, and 40% of the shares subject to the shares subject to the stock option vest and become exercisable on the fourth anniversary of the grant date.

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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