MAXLINEAR INC

Form 4

February 23, 2015

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287

Check this box if no longer subject to

Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LaChance Michael J.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MAXLINEAR INC [MXL]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director

5966 LA PLACE COURT, SUITE

02/20/2015

10% Owner _X__ Officer (give title Other (specify below)

Vice President, Operations

100

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CARLSBAD, CA 92008

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Acq	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	_	
Stock (par value \$0.0001) (1)	02/20/2015		M	1,400	A	\$0	64,310	D	
Class A Common Stock (par value \$0.0001)	02/20/2015		F	1,400	D	\$ 8.37	62,910	D	

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

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SEC 1474 (9-02)

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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 coof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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
Restricted Stock Units	(1)	02/20/2015		M	820	(2)	05/20/2015	Class A Common Stock (par value \$0.0001)	820
Restricted Stock Units	(1)	02/20/2015		M	580	(3)	05/20/2018	Class A Common Stock (par value \$0.0001)	580

Reporting Owners

Reporting Owner Name / Address		Relationships	

Director 10% Owner Officer Other

LaChance Michael J. 5966 LA PLACE COURT SUITE 100

Vice President, Operations

CARLSBAD, CA 92008

Signatures

/s/ Adam Spice, as Attorney-in-Fact 02/23/2015

**Signature of Reporting Person Date

Reporting Owners 2

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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) Each restricted stock unit ("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 (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty five percent (25%) of the 30,000 RSUs subject to the award shall vest on May 20, 2012, and one sixteenth (1/16th) of the 30,000 RSUs subject to the award shall vest on each August 20, November 20, February 20 and May 20, thereafter, such that the award shall be fully vested on May 20, 2015.
- Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one-sixteenth (1/16th) of the 21,237 RSUs subject to the award shall vest on August 20, 2014, and an additional one-sixteenth of the RSUs subject to the award shall vest on each successive November 20, February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on May 20, 2018.

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.