

SEENDRIPU KISHORE

Form 4

November 23, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
11/23/2010

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)
Class A Common Stock (\$0.0001 par value) (1)	11/23/2010		C ⁽¹⁾	8,295 A <u>11</u>	8,295	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010		S ⁽³⁾	1,200 D \$ 10	7,095	I	See Footnote (2)
	11/23/2010		S ⁽³⁾	2,700 D	4,395	I	

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Class A Common Stock (\$0.0001 par value)					\$ 10.01			See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	<u>S</u> (3)	900	D	\$ 10.02	3,495	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	<u>S</u> (3)	1,300	D	\$ 10.03	2,195	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	<u>S</u> (3)	100	D	\$ 10.35	2,095	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	<u>S</u> (3)	200	D	\$ 10.04	1,895	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	<u>S</u> (3)	100	D	\$ 10.05	1,795	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	<u>S</u> (3)	90	D	\$ 10.06	1,705	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	<u>S</u> (3)	310	D	\$ 10.07	1,395	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	<u>S</u> (3)	126	D	\$ 10.08	1,269	I	See Footnote (2)
	11/23/2010	<u>S</u> (3)	300	D		969	I	

Class A Common Stock (\$0.0001 par value)					\$				See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	S ⁽³⁾	269	D	\$ 10.1	700	I		See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	S ⁽³⁾	300	D	\$ 10.11	400	I		See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	S ⁽³⁾	100	D	\$ 10.13	300	I		See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	S ⁽³⁾	100	D	\$ 10.14	200	I		See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	S ⁽³⁾	100	D	\$ 10.18	100	I		See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	S ⁽³⁾	100	D	\$ 10.24	0	I		See Footnote (2)

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

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(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 Securities (Instr. 3 and 4)	8. De
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			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>	11/23/2010	C ⁽¹⁾			8,295	<u>(4)</u>	<u>(4)</u>	Class A Common Stock (\$0.0001 par value)	8,295		

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

11/23/2010

__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) Reflects shares of Class B Common Stock converted into an equivalent number of shares of Class A Common Stock pursuant to a power of attorney granted by the reporting person on June 7, 2010 in connection with the adoption of a Rule 10b5-1 trading plan.
- (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.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 7, 2010.
- (4) Each share of Class B common stock is convertible into on share of Class A Common Stock, which is publicly traded stock, upon certain transfers and at teh 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 teh 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.