REDDY MADHUKAR

Form 4 May 21, 2013

FORM 4

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

OMB 3235-0287 Number:

Estimated average

burden hours per

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 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

2. Issuer Name and Ticker or Trading

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

REDDY MADHUKAR			Symbol MAXLINEAR INC [MXL]				0	Issuer			
7 3							(Check all applicable)				
(Last)	(First)	(Middle)		Earliest Tr	ansaction			Dimenter	100	0	
2051 PALOMAR AIRPORT ROAD, SUITE 100			•	(Month/Day/Year) 05/20/2013				Director 10% Owner _X_ Officer (give title Other (specify below) VP, ICs and RF Systems Enginee			
	(Street)		4. If Ame	ndment, Da	te Original			6. Individual or J	oint/Group Filir	ng(Check	
	Filed(Mor	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person					
CARLSBAI						Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution any (Month/D			Code (Instr. 3, 4 and 5)			of (D)	Owned Indirect (I) Own Following (Instr. 4) (Instr. Reported Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Class A Common Stock (par value \$0.0001) (1)	05/20/2013			M	13,541	A	\$ 0	66,041 <u>(2)</u>	D		
Class A Common Stock (par value \$0.0001)	05/20/2013			F	13,541	D	\$ 6.78	52,500	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	Code	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	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)	05/20/2013		M	1,691	(3)	05/20/2015	Class A Common Stock (par value \$0.0001)	1,691
Restricted Stock Units	(1)	05/20/2013		M	3,758	<u>(4)</u>	05/20/2016	Class A Common Stock (par value \$0.0001)	3,758
Restricted Stock Units	(1)	05/20/2013		M	5,056	<u>(5)</u>	05/18/2015	Class A Common Stock (par value \$0.0001)	5,056
Restricted Stock Units	<u>(1)</u>	05/20/2013		M	2,254	<u>(6)</u>	05/18/2015	Class A Common Stock (par value \$0.0001)	2,254
Restricted Stock Units	<u>(1)</u>	05/20/2013		M	782	<u>(7)</u>	08/20/2015	Class A Common Stock (par value \$0.0001)	782

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REDDY MADHUKAR 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011

VP, ICs and RF Systems Enginee

Signatures

/s/ Adam Spice, as Attorney-in-Fact 05/21/2013

**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) Each restricted stock unit ("RSU") represents the contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.
- (2) Includes 3,125 shares of Class A Common Stock acquired under the Company's 2010 Employee Stock Purchase Plan on May 15, 2013.
- 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 18,000 RSUs subject to the award shall vest on May 20, 2012, and twenty five percent (25%) of the 18,000 RSUs subject to the award vest on each successive anniversary 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, twenty five percent (25%) of the 40,000 RSUs subject to the award shall vest on May 20, 2013, and an additional twenty five percent (25%) of the 40,000 RSUs subject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 2016.
- 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 third (1/3rd) of the 40,364 RSUs subject to the award shall vest on May 18, 2013, and one third (1/3rd) of the 40,364 RSUs subject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 18, 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 third (1/3rd) of the 18,000 RSUs subject to the award shall vest on May 18, 2013, and one third (1/3rd) of the 18,000 RSUs suject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 18, 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 twelfth (1/12th) of the 25,000 RSUs subject to the award shall vest on November 20, 2012, and one twelfth (1/12th) of the 25,000 RSUs subject to the award shall vest on each February 20, May 20, August 20 and November 20 thereafter, such that the award shall be fully vested on August 20, 2015.

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.

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