

NEIL CHRISTOPHER J
Form 4
December 29, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NEIL CHRISTOPHER J

2. Issuer Name **and** Ticker or Trading
Symbol
MAXIM INTEGRATED
PRODUCTS INC [MXIM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
120 SAN GABRIEL DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2008

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President

SUNNYVALE, CA 94086

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

(City) (State) (Zip)

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)
			Code	V	Amount	(D)	Price

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

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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	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 Am Underlying Sec (Instr. 3 and 4)
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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)		Date Exercisable	Expiration Date	Title	A N S
			Code	V	(A)	(D)				
Incentive Stock Option (right to buy)	\$ 33.68	12/26/2008	D			2,969	12/26/2008	09/27/2011	Common Stock	
Incentive Stock Option (right to buy)	\$ 45.25	12/26/2008	D			2,209	12/26/2008	05/04/2014	Common Stock	
Incentive Stock Option (right to buy)	\$ 50.3125	12/26/2008	D			8,948	12/26/2008	04/14/2010	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 16.5313	12/26/2008	D			12,000	12/26/2008	08/13/2008	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 29.33	12/26/2008	D			75,000	12/26/2008	08/17/2016	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 33.68	12/26/2008	D			37,031	12/26/2008	09/27/2011	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 35.83	12/26/2008	D			30,000	12/26/2008	11/02/2015	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 39.99	12/26/2008	D			30,000	12/26/2008	10/11/2015	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 40.96	12/26/2008	D			40,000	12/26/2008	11/30/2014	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 45.25	12/26/2008	D			17,791	12/26/2008	05/04/2014	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 45.76	12/26/2008	D			5,000	12/26/2008	02/29/2012	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 47.8125	12/26/2008	D			14,000	12/26/2008	12/29/2010	Common Stock	1
Non-Qualified Stock Option	\$ 47.92	12/26/2008	D			101,297	12/26/2008	12/16/2013	Common Stock	1

(right to buy)

Non-Qualified

Stock Option \$ 50.3125 12/26/2008

D

11,052 12/26/2008 04/14/2010

Common
Stock

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEIL CHRISTOPHER J 120 SAN GABRIEL DRIVE SUNNYVALE, CA 94086			Vice President	

Signatures

By: Mark Casper For: Christopher
J. Neil

12/29/2008

**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) Sale price is equal to the Black-Scholes value of the option based upon the average closing stock price of the Company's common stock over the 20 trading day period ending November 5, 2008.

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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