

CAMPA JOE D.
Form 4
March 30, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CAMPA JOE D.

(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
____X____ Officer (give title ____ Other (specify
below) below)

VP, Finance and Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock (\$0.0001 par value) (1) (2)	03/29/2010		J(1)		8,610	D	(1) (2) 0
							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 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 Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title
Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾ ⁽²⁾	<u>(2)</u>	03/29/2010		J ⁽¹⁾	8,610	<u>(2)</u>	<u>(2)</u>	Class A Common Stock (\$0.0001 par value)
Employee Stock Option (right to buy)	\$ 1.1613	03/29/2010		J ⁽³⁾	193,748	<u>(4)</u>	03/31/2018	Common Stock
Employee Stock Option (right to buy)	\$ 4.2581	03/29/2010		J ⁽³⁾	43,055	<u>(5)</u>	07/28/2019	Common Stock
Employee Stock Option (right to buy)	\$ 1.1613	03/29/2010		J ⁽³⁾	193,748	<u>(4)</u>	03/31/2018	Class B Common Stock
Employee Stock Option (right to buy)	\$ 4.2581	03/29/2010		J ⁽³⁾	43,055	<u>(5)</u>	07/28/2019	Class B Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMPA JOE D. 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011			VP, Finance and Treasurer	

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).

Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock (\$0.0001 par value) automatically converted into
(1) 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.

Each share of Class B Common Stock is convertible into one share of Class A Common Stock, which is the publicly traded stock, upon
(2) 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.

Pursuant to a reclassification exempt under Rule 16b-7, each employee stock option to purchase one share of Common Stock (\$0.0001
(3) 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.

This stock option was granted on March 31, 2008 and vests over four years. Subject to the optionee's continuing to provide services, 25%
(4) of the shares subject to the option vested and became immediately exercisable one year after March 17, 2008, and 2.08% of the shares vest and become exercisable at the end of each monthly period thereafter.

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
(5) the shares subject to the option vest and become exercisable one year after May 9, 2009, and 2.08% of the shares vest and become exercisable at the end of each monthly period thereafter.

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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