

SEENDRIPU KISHORE
Form 4
November 18, 2011

FORM 4

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

OMB APPROVAL

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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

(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)
10/26/2011

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | 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 Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | Disposed of (D) | | Date Exercisable | Expiration Date | Title | Ar Nu Sh |
|---|------------------------------|------------------|------------------|---|-----------------|---------|------------------|-----------------|---|----------------|
| | | | Code | V | (A) | (D) | | | | |
| Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾ | <u>(1)</u> | 10/26/2011 | G ⁽³⁾ | V | | 604,317 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock (\$0.0001 par value) | 60 |
| Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾ | <u>(1)</u> | 10/26/2011 | G ⁽³⁾ | V | 604,317 | | <u>(1)</u> | <u>(1)</u> | Class A Common Stock (\$0.0001 par value) | 60 |
| Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾ | <u>(1)</u> | 10/26/2011 | G ⁽⁵⁾ | V | | 604,317 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock (\$0.0001 par value) | 60 |
| Class B Common Stock (convertible into Class A Common Stock) ⁽¹⁾ | <u>(1)</u> | 10/26/2011 | G ⁽⁵⁾ | V | 604,317 | | <u>(1)</u> | <u>(1)</u> | Class A Common Stock (\$0.0001 par value) | 60 |

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

11/18/2011

__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 share of Class B Common Stock is convertible into one share of Class A Common Stock, which is the publicly traded stock, upon 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.

(2) Shares held directly by the Kishore V. Seendripu Annuity Trust dated 10/5/09, a grantor retained annuity trust, for which the Reporting Person serves as trustee.

(3) Represents a transfer of shares for no consideration from the Kishore V. Seendripu Annuity Trust dated 10/5/09, a grantor retained annuity trust, for which the Reporting Person serves as trustee ("Kishore GRAT"), to 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, under the terms of the Kishore GRAT.

(4) Shares held directly by the Rekha S. Seendripu Annuity Trust dated 10/5/09, a grantor retained annuity trust, for which the Reporting Person's spouse serves as trustee.

(5) Represents a transfer of shares for no consideration from the Rekha S. Seendripu Annuity Trust dated 10/5/09, a grantor retained annuity trust, for which the Reporting Person's spouse serves as trustee ("Rekha GRAT"), to 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, under the terms of the Rekha GRAT.

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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