#### HOWSMON ROGER L

Form 4

February 16, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HOWSMON ROGER L			2. Issuer Name <b>and</b> Ticker or Trading Symbol MAXWELL TECHNOLOGIES INC [MXWL]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 9244 BALB	(Last) (First) (Middle) 9244 BALBOA AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 02/15/2011				_X_ Director Officer (gives below)		6 Owner eer (specify	
				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			
SAN DIEGO	O, CA 92123							Person	More than One R	eporting	
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	e) Execution any	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D	))	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)	
Common Stock	02/15/2011			M	1,809	A	\$0	28,997	D		
Common Stock								1,000	I	IRA	

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

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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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities		8. Pr Deriv Secu (Insti
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	02/15/2011		M	1,809	<u>(2)</u>	(3)	Common Stock	1,809	\$ (

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
HOWSMON ROGER L 9244 BALBOA AVENUE SAN DIEGO, CA 92123	X						

## **Signatures**

Kevin S. Royal - Attorney o2/16/2011

\*\*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 Restricted Stock Units (RSU) represents a right to receive one share of the Issuer's common stock.
- (2) These RSU shares fully vest on date of grant. Common stock was delivered for these RSU in accordance with a predetermined release date of February 15, 2011.
- (3) These units do not expire.
- (4) These units do not carry a conversion price.

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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