

MAXLINEAR INC
Form 4
July 28, 2014

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 *
REDDY MADHUKAR

2. Issuer Name and Ticker or Trading Symbol
MAXLINEAR INC [MXL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5966 LA PLACE COURT, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Central Engineering

CARLSBAD, CA 92008

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock (par value \$0.0001) <u>(1)</u>	07/24/2014		M		1,700	A	\$ 0.2323 90,351
Class A Common Stock (par value \$0.0001)	07/24/2014		S ⁽²⁾		1,700	D	\$ 9.4412 88,651 <u>(3)</u>
	07/25/2014		M		1,700	A	90,351

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Class A
Common
Stock (par
value
\$0.0001)
(1)

\$
0.2323

Class A
Common
Stock (par 07/25/2014
value
\$0.0001)

\$
9.0753 88,651 D

S(2) 1,700 D
(6)

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

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(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 (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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.2323	07/24/2014		M	1,700	<u>(4)</u> 10/28/2015	Class B Common Stock (par value \$0.0001) <u>(5)</u>	1,700
Employee Stock Option (right to buy)	\$ 0.2323	07/25/2014		M	1,700	<u>(4)</u> 10/28/2015	Class B Common Stock (par value \$0.0001) <u>(5)</u>	1,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REDDY MADHUKAR 5966 LA PLACE COURT SUITE 100 CARLSBAD, CA 92008			VP, Central Engineering	

Signatures

/s/ Justin Scarpulla, as Attorney-in-Fact	07/28/2014
**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) Reflects shares of Class B Common Stock converted into an equivalent number of shares of Class A Common Stock.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 28, 2014.

Represents the weighted average share price of an aggregate total of 1,700 shares sold in the price range of \$9.29 to \$9.59 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Shares subject to the option are fully vested and immediately exercisable.

Each share of Class B Common Stock is convertible into one share of Class A Common Stock upon certain transfers and at the option of the Reporting Person. 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.

Represents the weighted average share price of an aggregate total of 1,700 shares sold in the price range of \$9.05 to \$9.10 by the Reporting Person. The Reporting Person undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) Shares subject to the option are fully vested and immediately exercisable.
- (5) Shares subject to the option are fully vested and immediately exercisable.
- (6) Shares subject to the option are fully vested and immediately exercisable.

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.