#### SEENDRIPU KISHORE

Form 4

November 23, 2010

#### **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or 0.5 response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 * SEENDRIPU KISHORE			2. Issuer Name <b>and</b> Ticker or Trading Symbol MAXLINEAR INC [MXL]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
2051 PALOMAR AIRPORT ROAD, SUITE 100		RT	(Month/Day/Year) 11/23/2010	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below)  President and CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CARLSBAD,	CA 92011		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-D	<b>Derivative</b>	Secur	ities Acq	uired, Disposed o	of, or Beneficial	ly 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)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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)
Class A Common Stock (\$0.0001 par value)	11/23/2010		Code V  C(1)	Amount 8,295	(D)	Price (1)	8,295	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010		S(3)	1,200	D	\$ 10	7,095	I	See Footnote (2)
	11/23/2010		$S_{(3)}$	2,700	D		4,395	I	

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Class A Common Stock (\$0.0001 par value)					\$ 10.01			See Footnote
Class A Common Stock (\$0.0001 par value)	11/23/2010	S(3)	900	D	\$ 10.02	3,495	I	See Footnote
Class A Common Stock (\$0.0001 par value)	11/23/2010	S(3)	1,300	D	\$ 10.03	2,195	I	See Footnote
Class A Common Stock (\$0.0001 par value)	11/23/2010	S(3)	100	D	\$ 10.35	2,095	I	See Footnote
Class A Common Stock (\$0.0001 par value)	11/23/2010	S(3)	200	D	\$ 10.04	1,895	I	See Footnote
Class A Common Stock (\$0.0001 par value)	11/23/2010	S(3)	100	D	\$ 10.05	1,795	I	See Footnote
Class A Common Stock (\$0.0001 par value)	11/23/2010	S(3)	90	D	\$ 10.06	1,705	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	S(3)	310	D	\$ 10.07	1,395	I	See Footnote
Class A Common Stock (\$0.0001 par value)	11/23/2010	S(3)	126	D	\$ 10.08	1,269	I	See Footnote
	11/23/2010	S(3)	300	D		969	I	

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Class A Common Stock (\$0.0001 par value)					\$ 10.09			See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	S(3)	269	D	\$ 10.1	700	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	S(3)	300	D	\$ 10.11	400	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	S(3)	100	D	\$ 10.13	300	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	S(3)	100	D	\$ 10.14	200	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	S(3)	100	D	\$ 10.18	100	I	See Footnote (2)
Class A Common Stock (\$0.0001 par value)	11/23/2010	S(3)	100	D	\$ 10.24	0	I	See Footnote (2)

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. Titl	le of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Deriv	ative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Dε
Secur	ity	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		(A) o	r osed of . 3, 4,					(1
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock (convertible into Class A Common Stock) (1)	<u>(4)</u>	11/23/2010		C(1)			8,295	<u>(4)</u>	<u>(4)</u>	Class A Common Stock (\$0.0001 par value)	8,295	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	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		11/23/2010						
**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).
- (1) Reflects shares of Class B Common Stock converted into an equivalent number of shares of Class A Common Stock pursuant to a power of attorney granted by the reporting person on June 7, 2010 in connection with the adoption of a Rule 10b5-1 trading plan.
- (2) Shares held directly by 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.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 7, 2010.
- Each share of Class B common stock is convertible into on share of Class A Common Stock, which is publicly traded stock, upon certain transfers and at teh 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 teh Class A Common Stock will automatically convert into a single class of Common Stock.

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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