

MAXLINEAR INC  
Form 4  
May 21, 2015

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**LING CURTIS**

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

CARLSBAD, CA 92008

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/19/2015

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)  
Chief Technical Officer

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 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	(A) or (D)	Price
Class A Common Stock (par value \$0.0001) <sup>(1)</sup>	05/20/2015		M		10,121	A	\$ 0
					112,639	(2)	
Class A Common Stock (par value \$0.0001)	05/20/2015		F		10,121	D	\$ 10.06
					102,518		

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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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(1)	05/19/2015		A	54,000	(3) 05/20/2019	Class A Common Stock (par value \$0.0001) 54,000
Restricted Stock Units	(1)	05/20/2015		M	1,503	(4) 05/20/2015	Class A Common Stock (par value \$0.0001) 1,503
Restricted Stock Units	(1)	05/20/2015		M	3,758	(5) 05/20/2016	Class A Common Stock (par value \$0.0001) 3,758
Restricted Stock Units	(1)	05/20/2015		M	1,565	(6) 08/20/2015	Class A Common Stock (par value \$0.0001) 1,565
Restricted Stock Units	(1)	05/20/2015		M	2,630	(7) 05/20/2017	Class A Common Stock (par value \$0.0001) 2,630
Restricted Stock Units	(1)	05/20/2015		M	665	(8) 05/20/2018	Class A Common Stock (par value \$0.0001) 665

