

REDDY MADHUKAR

Form 4

May 21, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
REDDY MADHUKAR

(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)
05/20/2013

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)
VP, ICs and RF Systems Engineer

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 Ownership (Instr. 4)
Class A Common Stock (par value \$0.0001) ⁽¹⁾	05/20/2013		M	13,541 A	\$ 0 66,041 ⁽²⁾	D	
Class A Common Stock (par value \$0.0001)	05/20/2013		F	13,541 D	\$ 6.78 52,500	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	<u>(1)</u>	05/20/2013		M	1,691	<u>(3)</u>	05/20/2015	Class A Common Stock (par value \$0.0001)	1,691
Restricted Stock Units	<u>(1)</u>	05/20/2013		M	3,758	<u>(4)</u>	05/20/2016	Class A Common Stock (par value \$0.0001)	3,758
Restricted Stock Units	<u>(1)</u>	05/20/2013		M	5,056	<u>(5)</u>	05/18/2015	Class A Common Stock (par value \$0.0001)	5,056
Restricted Stock Units	<u>(1)</u>	05/20/2013		M	2,254	<u>(6)</u>	05/18/2015	Class A Common Stock (par value \$0.0001)	2,254
Restricted Stock Units	<u>(1)</u>	05/20/2013		M	782	<u>(7)</u>	08/20/2015	Class A Common Stock (par value \$0.0001)	782

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REDDY MADHUKAR 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011			VP, ICs and RF Systems Engineer	

Signatures

/s/ Adam Spice, as
Attorney-in-Fact

05/21/2013

__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 unit ("RSU") represents the contingent right to receive one share of MaxLinear, Inc. Class A Common Stock.
- (2) Includes 3,125 shares of Class A Common Stock acquired under the Company's 2010 Employee Stock Purchase Plan on May 15, 2013.

- (3) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty five percent (25%) of the 18,000 RSUs subject to the award shall vest on May 20, 2012, and twenty five percent (25%) of the 18,000 RSUs subject to the award vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 2015.

- (4) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, twenty five percent (25%) of the 40,000 RSUs subject to the award shall vest on May 20, 2013, and an additional twenty five percent (25%) of the 40,000 RSUs subject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 2016.

- (5) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one third (1/3rd) of the 40,364 RSUs subject to the award shall vest on May 18, 2013, and one third (1/3rd) of the 40,364 RSUs subject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 18, 2015.

- (6) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one third (1/3rd) of the 18,000 RSUs subject to the award shall vest on May 18, 2013, and one third (1/3rd) of the 18,000 RSUs subject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 18, 2015.

- (7) Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2010 Equity Incentive Plan) through each applicable vesting date, one twelfth (1/12th) of the 25,000 RSUs subject to the award shall vest on November 20, 2012, and one twelfth (1/12th) of the 25,000 RSUs subject to the award shall vest on each February 20, May 20, August 20 and November 20 thereafter, such that the award shall be fully vested on August 20, 2015.

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.