ARTUSI DANIEL A Form 4

November 28, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB 3235-0287 Number: January 31,

OMB APPROVAL

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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 * ARTUSI DANIEL A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

below)

(Last)

(First) (Middle) MAXLINEAR INC [MXL] 3. Date of Earliest Transaction

(Month/Day/Year)

11/27/2018

X_ Director 10% Owner Officer (give title Other (specify

C/O MAXLINEAR, INC., 5966 LA PLACE COURT, SUITE 100

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

CARLSBAD, CA 92008

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price Reported Transaction(s) (Instr. 3 and 4)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** Deri (Instr. 3 and 4) Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(A) or Disposed (D) (Instr. 3, and 5)	d of					(Inst
				Code '	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	11/27/2018		A	3,621		(2)	(2)	Common Stock	3,621	\$
Restricted Stock Units	(1)	11/27/2018		A	8,527		(3)	(3)	Common Stock	8,527	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ARTUSI DANIEL A C/O MAXLINEAR, INC. 5966 LA PLACE COURT, SUITE 100 CARLSBAD, CA 92008	X						

Signatures

/s/ Connie Kwong, as Attorney-in-Fact

**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 a contingent right to receive one share of MaxLinear, Inc. Common Stock.
- Subject to the Reporting Person's continuing as a Director (as defined in the 2010 Equity Incentive Plan) through such date, one hundred percent (100%) of the RSUs subject to the award will vest on the earlier to occur of May 1, 2019 or the date immediately preceding the 2019 annual meeting of stockholders.
 - Subject to the Reporting Person's continuing as a Director (as defined in the 2010 Equity Incentive Plan) through each such date,
- (3) one-third (1/3rd) of the RSUs subject to the award shall vest on each anniversary of November 27, 2018, such that the award will be fully vested on November 27, 2021.

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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