

MCCREADY PATRICK E  
 Form 4  
 May 11, 2010

**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 \*  
 MCCREADY PATRICK E

(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)  
 05/10/2010

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)  
 CAO and Controller

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 16.58	05/10/2010		A		35,000		<u>(1)</u>	05/10/2020	Class A Common Stock (\$0.0001 par value)	35,000

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCREADY PATRICK E 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011			CAO and Controller	

### Signatures

/s/ Patrick E. McCready	05/11/2010
<u>  </u> 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) This stock option was approved by MaxLinear, Inc.'s Board of Directors on April 23, 2010 and vests over four years. The vesting commencement date of the option is April 23, 2010. Subject to optionee's continuing to provide services, 10% of the shares subject to the stock option vest and become exercisable one year after the vesting commencement date, 20% of the shares subject to the stock option vest and become exercisable on the second anniversary of the vesting commencement date, 30% of the shares subject to the stock option vest and become exercisable on the third anniversary of the vesting commencement date, and 40% of the shares subject to the shares subject to the stock option vest and become exercisable on the fourth anniversary of the vesting commencement date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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