SEENDRIPU KISHORE
Form 3
March 23, 2010

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â SEENDRIPU KISHORE
(Last) (First) (Middle)

2051 PALOMAR AIRPORT ROAD,Â SUITE 100
(Street)

CARLSBAD,Â CAÂ 92011
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/23/2010

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ($0.0001 par value) (1) (2)	18,920	I	See footnote (3)
Common Stock ($0.0001 par value) (1) (2)	2,163,116	I	See footnote (4)
Common Stock ($0.0001 par value) (1) (2)	1,065,616	I	See footnote (5)
Common Stock ($0.0001 par value) (1) (2)	1,065,616	I	See footnote (6)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	Â (7)	07/28/2019	Common Stock (1) (2)	86,110	$ 4.6916	D	Â
Employee Stock Option (right to buy)	Â (8)	10/27/2019	Common Stock (1) (2)	226,039	$ 8.191	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEENDRIPU KISHORE 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD,Â CAÂ 92011	Â X	Â X	Â President and CEO	Â

Signatures

/s/ Patrick E. McCready, by power of attorney	03/23/2010
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 share of Common Stock shall be automatically converted into one share of Class B Common Stock immediately prior to the closing of the Registrant's initial public offering on March 29, 2010 and has no expiration date.

(2) Following the conversion of Common Stock into Class B Common Stock immediately prior to the closing of the Registrant's initial public offering on March 29, 2010, each share of Class B Common Stock will be convertible into one share of Class A Common Stock upon certain transfers and at the 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 the Class A Common Stock will automatically convert into a single class of Common Stock.

(3) Shares held directly by the Seendripu Relatives Trust dated 10/5/09, a trust for the benefit of the Reporting Person's parents and siblings, and for which the Reporting Person serves as trustee.

(4) 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.

(5) Shares held directly by the Kishore V. Seendripu Annuity Trust dated 10/5/09, a grantor retained annuity trust, for which the Reporting Person serves as trustee.

(6) Shares held directly by the Rekha S. Seendripu Annuity Trust dated 10/5/09, a grantor retained annuity trust, for which the Reporting Person's spouse serves as trustee.

(7) This stock option was granted on July 28, 2009 and vests over four years. Subject to the optionee's continuing to provide services, 25% of the shares subject to the option vest and become exercisable one year after May 10, 2009, and 2.08% of the shares vest and become exercisable at the end of each monthly period thereafter.

(8) This stock option was granted on October 27, 2009 and vests over four years. 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 grant date, 20% of the shares subject to the stock option vest and become exercisable on the second anniversary of the grant date, 30% of the shares subject to the stock option vest and become exercisable on the third anniversary of the grant 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 grant 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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