MAXLINEAR INC
Form 4
May 21, 2014

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LaChance Michael J.

(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)
05/20/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice President, Operations

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock (par value $0.0001) (1)	05/20/2014		M		8,704	A	$ 0	64,873 (2)	D	
Class A Common Stock (par value $0.0001)	05/20/2014		F		8,704	D	$ 8.32	56,169	D	

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 (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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	05/20/2014		M			705	(3)	05/20/2015	Class A Common Stock (par value $0.0001)	705	
Restricted Stock Units	(1)	05/20/2014		M			2,349	(4)	05/20/2016	Class A Common Stock (par value $0.0001)	2,349	
Restricted Stock Units	(1)	05/20/2014		M			3,758	(5)	05/18/2015	Class A Common Stock (par value $0.0001)	3,758	
Restricted Stock Units	(1)	05/20/2014		M			1,892	(6)	05/20/2017	Class A Common Stock (par value $0.0001)	1,892	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LaChance Michael J. 2051 PALOMAR AIRPORT ROAD			Vice President, Operations	

SUITE 100
CARLSBAD, CA 92011

Signatures

/s/ Justin Scarpulla, as Attorney-in-Fact	05/21/2014
**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 2,400 shares of Class A Common Stock acquired under the Company's 2010 Employee Stock Purchase Plan on May 15, 2014.

(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 30,000 RSUs subject to the award shall vest on May 20, 2012, and one sixteenth (1/16th) of the 30,000 RSUs subject to the award shall vest on each August 20, November 20, February 20 and May 20, 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 25,000 RSUs subject to the award shall vest on May 20, 2013, and an additional twenty five percent (25%) of the 25,000 RSUs 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 30,000 RSUs subject to the award shall vest on May 18, 2013, and one third (1/3rd) of the 30,000 RSUs subject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 18, 2015.

(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, twenty five (25%) of the 20,125 RSUs subject to the award shall vest on May 20, 2014, and an additional twenty five percent (25%) shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 20, 2017.

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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