

MAXLINEAR INC
Form 4
May 21, 2015

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 *
LaChance Michael J.

(Last) (First) (Middle)
5966 LA PLACE COURT, SUITE 100
(Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2015

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)
Vice President, Operations

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⁾	05/20/2015		M	9,191 A	\$ 0 95,334 ⁽²⁾	D	
Class A Common Stock (par value \$0.0001)	05/20/2015		F	9,191 D	\$ 10.06 86,143	D	

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 (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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	<u>(1)</u>	05/19/2015		A	35,000	<u>(3)</u> 05/20/2019	Class A Common Stock (par value \$0.0001)	35,000
Restricted Stock Units	<u>(1)</u>	05/20/2015		M	696	<u>(4)</u> 05/20/2015	Class A Common Stock (par value \$0.0001)	696
Restricted Stock Units	<u>(1)</u>	05/20/2015		M	2,348	<u>(5)</u> 05/20/2016	Class A Common Stock (par value \$0.0001)	2,348
Restricted Stock Units	<u>(1)</u>	05/20/2015		M	3,758	<u>(6)</u> <u>(6)</u>	Class A Common Stock (par value \$0.0001)	3,758
Restricted Stock Units	<u>(1)</u>	05/20/2015		M	1,890	<u>(7)</u> 05/20/2017	Class A Common Stock (par value \$0.0001)	1,890
Restricted Stock Units	<u>(1)</u>	05/20/2015		M	499	<u>(8)</u> 05/20/2018	Class A Common Stock (par value \$0.0001)	499

