

Spice Adam C.
Form 4
May 21, 2013

FORM 4

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

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

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Spice Adam C.

(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)

05/20/2013

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)

VP, Chief Financial Officer

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 Ownership (Instr. 4)
Class A Common Stock (par value \$0.0001) ⁽¹⁾	05/20/2013		M	25,835	A \$ 0 120,531 ⁽²⁾	D	
Class A Common Stock (par value \$0.0001)	05/20/2013		F	25,835	D \$ 6.78 94,696	D	

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/20/2013		M	1,409	<u>(3)</u> 05/20/2015	Class A Common Stock (par value \$0.0001) 1,409
Restricted Stock Units	<u>(1)</u>	05/20/2013		M	4,697	<u>(4)</u> 05/20/2016	Class A Common Stock (par value \$0.0001) 4,697
Restricted Stock Units	<u>(1)</u>	05/20/2013		M	17,224	<u>(5)</u> 05/18/2015	Class A Common Stock (par value \$0.0001) 17,224
Restricted Stock Units	<u>(1)</u>	05/20/2013		M	1,879	<u>(6)</u> 05/18/2015	Class A Common Stock (par value \$0.0001) 1,879
Restricted Stock Units	<u>(1)</u>	05/20/2013		M	626	<u>(7)</u> 08/20/2015	Class A Common Stock (par value \$0.0001) 626

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer

Other

Spice Adam C.
2051 PALOMAR AIRPORT ROAD
SUITE 100
CARLSBAD, CA 92011

VP, Chief Financial Officer

Signatures

/s/ Adam Spice

05/21/2013

__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. Class A Common Stock.
- (2) Includes 3,125 shares of Class A Common Stock acquired under the Company's 2010 Employee Stock Purchase Plan on May 15, 2013.

- (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 15,000 RSUs subject to the award shall vest on May 20, 2012, and twenty five percent (25%) of the 15,000 RSUs subject to the award vest on each successive anniversary 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 50,000 RSUs subject to the award shall vest on May 20, 2013, and an additional twenty five percent (25%) of the 50,000 RSUs subject to the award 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 137,500 RSUs subject to the award shall vest on May 18, 2013, and one third (1/3rd) of the 137,500 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, one third (1/3rd) of the 15,000 RSUs subject to the award shall vest on May 18, 2013, and one third (1/3rd) of the 15,000 RSUs subject to the award shall vest on each successive anniversary thereafter, such that the award shall be fully vested on May 18, 2015.

- (7) 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 twelfth (1/12th) of the 20,000 RSUs subject to the award shall vest on November 20, 2012, and one twelfth (1/12th) of the 20,000 RSUs subject to the award shall vest on each February 20, May 20, August 20 and November 20 thereafter, such that the award shall be fully vested on August 20, 2015.

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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