

KASTNER MICHAEL

Form 3

March 23, 2010

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

KASTNER MICHAEL

(Last)

(First)

(Middle)

2051 PALOMAR AIRPORT
ROAD, SUITE 100

(Street)

CARLSBAD, CA 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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

Vice President, Sales

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 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)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)Date Exercisable Expiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Employee Stock Option (right to buy)	Â <u>(1)</u>	10/01/2018	Common Stock <u>(2)</u> <u>(3)</u>	217,471	\$ 1.4516	D	Â
Employee Stock Option (right to buy)	10/01/2008 <u>(4)</u>	10/01/2018	Common Stock <u>(2)</u> <u>(3)</u>	8,610	\$ 1.4516	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KASTNER MICHAEL 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD,Â CAÂ 92011	Â	Â	Â Vice President, Sales	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) This stock option was granted on October 1, 2008 and vests over four years. Subject to the optionee's continuing to provide services, 25% of the shares subject to the option vested and became immediately exercisable one year after September 23, 2008, and 2.08% of the shares vest and become exercisable at the end of each monthly period thereafter.

(2) 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.

(3) 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.

(4) This stock option was granted on October 1, 2008 and vests over four years. Subject to the Reporting Person's continuing to provide services, 25% of the shares subject to the option vested and became immediately exercisable one year after September 25, 2008 and 2.08% vest and become exercisable each month thereafter; however, all of the shares are early exercisable as of the date of grant, subject to the Reporting Person entering into a restricted stock purchase agreement.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.