

KASTNER MICHAEL
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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â KASTNER MICHAEL | | (Month/Day/Year) | MAXLINEAR INC [MXL] | |
| (Last) | (First) | (Middle) | 03/23/2010 | |
| 2051 PALOMAR AIRPORT ROAD,Â SUITE 100 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CARLSBAD,Â CAÂ 92011 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Vice President, Sales | |

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)

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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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|--------------------------------------|---------------|------------|-------------------------|---------|-----------|---|---|
| Employee Stock Option (right to buy) | Â (1) | 10/01/2018 | Common Stock (2) (3) | 217,471 | \$ 1.4516 | D | Â |
| Employee Stock Option (right to buy) | 10/01/2008(4) | 10/01/2018 | Common Stock (2) (3) | 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, CA 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.

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