

Scarpulla Justin
 Form 4/A
 November 29, 2012

FORM 4

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

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).

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 *
 Scarpulla Justin

(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)
 11/20/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/21/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Corporate Controller

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock (par value \$0.0001) ⁽¹⁾ | 11/20/2012 ⁽⁴⁾ | | M | | 6,419 | A | \$ 0 |
| | | | | | 20,000 | ⁽²⁾ | |
| Class A Common Stock (par value \$0.0001) | 11/20/2012 | | F | | 6,419 | D | \$ 5 |
| | | | | | 13,581 | | |

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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Restricted Stock Units | (1) | 11/20/2012 | | M | 6,419 | (3) 11/20/2015 | Class A Common Stock (par value \$0.0001) | 6,419 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Scarpulla Justin 2051 PALOMAR AIRPORT ROAD SUITE 100 CARLSBAD, CA 92011 | | | VP, Corporate Controller | |

Signatures

/s/ Adam Spice, as Attorney-in-Fact 11/29/2012

**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 2,500 shares of Class A Common Stock acquired under the Company's 2010 Employee Stock Purchase Plan on November 15, 2012.
- (3)

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Subject to the Reporting Person's continuing to be a Service Provider through each applicable vesting date, twenty five percent (25%) of the 70,000 RSUs subject to the award shall vest on November 20, 2012, and one sixteenth (1/16th) of the 70,000 RSUs subject to the award shall vest on each February 20, May 20, and August 20 thereafter, such that the award shall be fully vested on November 20, 2015.

- This amendment is filed to (i) correct an incorrect transaction date in the original filing and (ii) to properly reflect the disposition of the
- (4) derivative security (which was previously reflected as an acquisition based on a transposition error in the column placement for box 5 of Table II).

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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