

NEIL CHRISTOPHER J
 Form 4
 December 29, 2008

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 *
 NEIL CHRISTOPHER J

2. Issuer Name and Ticker or Trading Symbol
 MAXIM INTEGRATED PRODUCTS INC [MXIM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 120 SAN GABRIEL DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/26/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

SUNNYVALE, CA 94086
 (City) (State) (Zip)

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

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 |

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

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SEC 1474
 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | A N S |
|---|------------------------------|------------------|------------|---|-----------|------------------|-----------------|--------------|-------------|
| | | | | Code | V (A) (D) | | | | |
| Incentive Stock Option (right to buy) | \$ 33.68 | 12/26/2008 | D | | 2,969 | 12/26/2008 | 09/27/2011 | Common Stock | |
| Incentive Stock Option (right to buy) | \$ 45.25 | 12/26/2008 | D | | 2,209 | 12/26/2008 | 05/04/2014 | Common Stock | |
| Incentive Stock Option (right to buy) | \$ 50.3125 | 12/26/2008 | D | | 8,948 | 12/26/2008 | 04/14/2010 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 16.5313 | 12/26/2008 | D | | 12,000 | 12/26/2008 | 08/13/2008 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 29.33 | 12/26/2008 | D | | 75,000 | 12/26/2008 | 08/17/2016 | Common Stock | 7 |
| Non-Qualified Stock Option (right to buy) | \$ 33.68 | 12/26/2008 | D | | 37,031 | 12/26/2008 | 09/27/2011 | Common Stock | 3 |
| Non-Qualified Stock Option (right to buy) | \$ 35.83 | 12/26/2008 | D | | 30,000 | 12/26/2008 | 11/02/2015 | Common Stock | 3 |
| Non-Qualified Stock Option (right to buy) | \$ 39.99 | 12/26/2008 | D | | 30,000 | 12/26/2008 | 10/11/2015 | Common Stock | 3 |
| Non-Qualified Stock Option (right to buy) | \$ 40.96 | 12/26/2008 | D | | 40,000 | 12/26/2008 | 11/30/2014 | Common Stock | 4 |
| Non-Qualified Stock Option (right to buy) | \$ 45.25 | 12/26/2008 | D | | 17,791 | 12/26/2008 | 05/04/2014 | Common Stock | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 45.76 | 12/26/2008 | D | | 5,000 | 12/26/2008 | 02/29/2012 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 47.8125 | 12/26/2008 | D | | 14,000 | 12/26/2008 | 12/29/2010 | Common Stock | 1 |
| Non-Qualified Stock Option | \$ 47.92 | 12/26/2008 | D | | 101,297 | 12/26/2008 | 12/16/2013 | Common Stock | 1 |

(right to buy)

| | | | | | | | |
|---|------------|------------|---|--------|------------|------------|-----------------|
| Non-Qualified Stock Option (right to buy) | \$ 50.3125 | 12/26/2008 | D | 11,052 | 12/26/2008 | 04/14/2010 | Common Stock |
|---|------------|------------|---|--------|------------|------------|-----------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NEIL CHRISTOPHER J 120 SAN GABRIEL DRIVE SUNNYVALE, CA 94086 | | | Vice President | |

Signatures

By: Mark Casper For: Christopher
J. Neil 12/29/2008

__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) Sale price is equal to the Black-Scholes value of the option based upon the average closing stock price of the Company's common stock over the 20 trading day period ending November 5, 2008.

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.