

MURPHY MATTHEW J
 Form 4
 December 09, 2010

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 *
 MURPHY MATTHEW 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)
 12/08/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, WW SALES & MARKETING

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 Indirect Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 12/08/2010 | | M | V | 25,000 | A | \$ 12.82 | 62,888 ⁽¹⁾ ⁽²⁾ D |
| Common Stock | 12/08/2010 | | S | | 14,775 | D | \$ 24.66 | 48,113 ⁽¹⁾ D |
| Common Stock | 12/08/2010 | | S | | 3,163 | D | \$ 24.67 | 44,950 ⁽¹⁾ D |
| Common Stock | 12/08/2010 | | S | | 3,037 | D | \$ 24.68 | 41,913 ⁽¹⁾ D |
| Common Stock | 12/08/2010 | | S | | 1,846 | D | \$ 24.69 | 40,067 ⁽¹⁾ D |

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Common Stock 12/08/2010 S 2,179 D \$ 24.7 37,888 ⁽¹⁾ 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 12.82 | 12/08/2010 | | M | 25,000 | 09/30/2010 ⁽³⁾ 12/12/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MURPHY MATTHEW J 120 SAN GABRIEL DRIVE SUNNYVALE, CA 94086 | | | VP, WW SALES & MARKETING | |

Signatures

BY MARK CASPER FOR MATTHEW MURPHY 12/09/2010

**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) Represents unvested Restricted Stock Units and Common Stock
- (2) Includes 804 shares of Common Stock acquired under an Employee Stock Purchase Plan on November 26, 2010.
- (3) Date when shares became fully exercisable.

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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