

MAXIM INTEGRATED PRODUCTS INC
 Form 4
 May 27, 2014

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)
160 RIO ROBLES
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SENIOR VP

SAN JOSE, CA 95134
 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/23/2014		M		6,968	A	\$ 18.11
Common Stock	05/23/2014		M		12,572	A	\$ 18.11
Common Stock	05/23/2014		M		2,428	A	\$ 16.58
Common Stock	05/23/2014		S		6,968	D	\$ 33.9263 (1)
Common Stock	05/23/2014		S		12,572	D	\$ 34.0506

Common Stock	05/23/2014	S	2,428	D	⁽²⁾ \$ 34.0506	34,773	D
Common Stock	05/23/2014	S	2,693	D	⁽²⁾ \$ 33.9263	32,743 ⁽³⁾	D

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

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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)	\$ 16.58	05/23/2014		M	2,428	02/15/2012 ⁽⁴⁾ 09/07/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.11	05/23/2014		M	19,540	03/31/2010 ⁽⁵⁾ 12/01/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY MATTHEW J 160 RIO ROBLES SAN JOSE, CA 95134			SENIOR VP	

Signatures

BY MARK CASPER FOR MATTHEW MURPHY 05/27/2014

__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).

The price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$33.91 to

(1) \$33.95, inclusive. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$33.94 to

(2) \$34.18, inclusive. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) Includes 663 shares of Common Stock acquired under an Employee Stock Purchase Plan on May 23, 2014.

The Non-qualified stock option award was granted on September 7, 2010 for a term expiring on September 17, 2017. The award vest

(4) upon the reporting person's completion of service in a series of twelve (12) successive quarterly installments starting on February 15, 2012.

The Non-qualified stock option award was granted on December 1, 2009 for a term expiring on December 1, 2016. The award vest upon

(5) the reporting person's completion of service in a series of sixteen (16) successive quarterly installments starting on March 31, 2010.

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.