

MONOLITHIC POWER SYSTEMS INC
Form 4
August 12, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Xiao Deming

2. Issuer Name and Ticker or Trading Symbol
MONOLITHIC POWER SYSTEMS INC [MPWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6719 ELWOOD RD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. of MPS Asia Operations

SAN JOSE, CA 95120
(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 08/12/2008 | | M | 3,125 A \$ 5 | 75,373 | D | |
| Common Stock | 08/12/2008 | | M | 9,304 A \$ 10.91 | 84,677 | D | |
| Common Stock | 08/12/2008 | | S | 700 D \$ 28.27 | 83,977 | D | |
| Common Stock | 08/12/2008 | | S | 300 D \$ 28.23 | 83,677 | D | |
| Common Stock | 08/12/2008 | | S | 100 D \$ 23.22 | 83,577 | D | |

Edgar Filing: MONOLITHIC POWER SYSTEMS INC - Form 4

| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|-----------|
| Common Stock | 08/12/2008 | S | 1 | D | \$ 28.19 | 83,576 | D | |
| Common Stock | 08/12/2008 | S | 300 | D | \$ 28.18 | 83,276 | D | |
| Common Stock | 08/12/2008 | S | 100 | D | \$ 28.17 | 83,176 | D | |
| Common Stock | 08/12/2008 | S | 501 | D | \$ 28.16 | 82,675 | D | |
| Common Stock | 08/12/2008 | S | 166 | D | \$ 28.13 | 82,509 | D | |
| Common Stock | 08/12/2008 | S | 501 | D | \$ 28.11 | 82,008 | D | |
| Common Stock | 08/12/2008 | S | 9,760 | D | \$ 28.1 | 72,248 | D | |
| Common Stock | | | | | | 6,637 | I | by Spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Option (right to buy) | \$ 5 | 08/12/2008 | | M | 3,125 | 01/13/2005 01/28/2014 | Common Stock | 3,125 |
| Incentive Stock Option | \$ 10.91 | 08/12/2008 | | M | 9,304 | 12/01/2005 12/07/2014 | Common Stock | 9,304 |

(right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Xiao Deming 6719 ELWOOD RD SAN JOSE, CA 95120 | | | Pres. of MPS Asia Operations | |

Signatures

By: Adriana Chiocchi For: 08/12/2008
Deming Xiao

__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).

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.