

CHANG KUO WEI HERBERT
Form 4
March 01, 2013

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 *
CHANG KUO WEI HERBERT

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)
79 GREAT OAKS BLVD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

SAN JOSE, CA 95119

(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 or Price (A) or (D)		
Common Stock	02/27/2013		M		2,000 A \$ 19.29	93,262	D
Common Stock	02/27/2013		S		2,000 D \$ 24.9	91,262	D
Common Stock	02/27/2013		M		500 A \$ 22.01	91,762	D
Common Stock	02/27/2013		S		500 D \$ 24.9	91,262	D
Common Stock	02/27/2013		M		5,000 A \$ 22.01	96,262	D

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Common Stock	02/27/2013	S	5,000	D	\$ 24.8	91,262	D
Common Stock	02/28/2013	M	2,799	A	\$ 22.01	94,061	D
Common Stock	02/28/2013	S	2,799	D	\$ 24.8	91,262	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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 19.29	02/27/2013		M	2,000	02/09/2011 02/09/2017	Common Stock	2,000	
Non-Qualified Stock Option (right to buy)	\$ 19.29	02/28/2013		A	<u>94</u> ⁽¹⁾	02/28/2013 02/09/2017	Common Stock	94	
Non-Qualified Stock Option (right to buy)	\$ 22.01	02/27/2013		M	500	05/22/2009 05/22/2015	Common Stock	500	
Non-Qualified Stock Option (right to buy)	\$ 22.01	02/27/2013		M	5,000	05/22/2009 05/22/2015	Common Stock	5,000	
Non-Qualified Stock Option (right to buy)	\$ 22.01	02/28/2013		M	2,799	05/22/2009 05/22/2015	Common Stock	2,799	
Non-Qualified Stock Option (right to buy)	\$ 22.01	02/28/2013		A	<u>705</u> ⁽¹⁾	02/28/2013 05/22/2015	Common Stock	705	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHANG KUO WEI HERBERT 79 GREAT OAKS BLVD SAN JOSE, CA 95119	X			

Signatures

By: Saria Tseng For: Herbert Chang	03/01/2013
<u> </u> **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) Equitable stock dividend adjustment approved by the Board of Director as a result of dividend Payment to shareholders on December 28, 2012. Stock will vest according to the same vesting schedule as the original grants.

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.