

Xiao Deming  
Form 4  
March 04, 2013

**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 \*  
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)  
79 GREAT OAKS BLVD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2013

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

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 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 (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)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 10.41	02/28/2013	A	80 <u>(1)</u>					12/28/2012	12/07/2014	Common Stock	80
Non-Qualified Stock Option (right to buy)	\$ 10.41	02/28/2013	A	2,127 <u>(1)</u>					12/28/2012	12/07/2014	Common Stock	2,127
Non-Qualified Stock Option (right to buy)	\$ 11.31	02/28/2013	A	3,294 <u>(1)</u>					12/28/2012	10/26/2013	Common Stock	3,294
Non-Qualified Stock Option (right to buy)	\$ 14.89	02/28/2013	A	1,103 <u>(1)</u>					12/28/2012	02/08/2015	Common Stock	1,103
Non-Qualified Stock Option (right to buy)	\$ 15.03	02/28/2013	A	4,235 <u>(1)</u>					12/28/2012	10/28/2015	Common Stock	4,235
Non-Qualified Stock Option (right to buy)	\$ 17.92	02/28/2013	A	1,882 <u>(1)</u>					12/28/2012	08/03/2014	Common Stock	1,882
Non-Qualified Stock Option (right to buy)	\$ 14.89	02/28/2013	A	141 <u>(1)</u>					12/28/2012	10/28/2015	Common Stock	141
Non-Qualified Stock Option (right to buy)	\$ 15.03	02/28/2013	A	470 <u>(1)</u>					12/28/2012	10/28/2015	Common Stock	470
Non-Qualified Stock Option (right to buy)	\$ 17.92	02/28/2013	A	941 <u>(1)</u>					12/28/2012	08/03/2014	Common Stock	941

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Xiao Deming 79 GREAT OAKS BLVD SAN JOSE, CA 95119			Pres. of MPS Asia Operations	

## Signatures

By: Saria Tseng For:  
Deming Xiao

03/04/2013

\_\_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.

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