

MONOLITHIC POWER SYSTEMS INC

Form 4

July 18, 2013

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)

3. Date of Earliest Transaction

(Month/Day/Year)

07/16/2013

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

Pres. of MPS Asia Operations

79 GREAT OAKS BLVD

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SAN JOSE, CA 95119

(City) (State) (Zip)

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)
Common Stock	07/16/2013		M ⁽¹⁾	23,450 A	\$ 14.89 (2)	128,330	D
Common Stock	07/16/2013		M ⁽¹⁾	28,703 A	\$ 15.03 (2)	157,033	D
Common Stock	07/16/2013		S ⁽¹⁾	23,450 D	\$ 26.0004 (3)	133,583	D
Common Stock	07/16/2013		S ⁽¹⁾	28,703 D	\$ 26.001 (3)	104,880	D
Common Stock	07/16/2013		S ⁽¹⁾	9,073 D	\$ 25.7699	95,807	D

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Common Stock	07/17/2013	M ⁽¹⁾	61,297	A	⁽⁴⁾ \$ 15.03 ⁽²⁾	157,104	D	
Common Stock	07/17/2013	S ⁽¹⁾	61,297	D	\$ 26.0848 ⁽⁵⁾	95,807	D	
Common Stock	07/17/2013	S ⁽¹⁾	11,636	D	\$ 26.1151 ⁽⁶⁾	84,171	D	
Common Stock						12,033	I	by Spouse

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 (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)	8. Amount or Value of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 15.6 ⁽²⁾	07/16/2013		M ⁽¹⁾	23,450	01/31/2010	02/08/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.74 ⁽²⁾	07/16/2013		M ⁽¹⁾	28,703	10/28/2010	10/28/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.74 ⁽²⁾	07/17/2013		M ⁽¹⁾	61,297	10/28/2010	10/28/2015	Common Stock

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

07/18/2013

__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) In accordance with the reporting person's 10b5-1 trading plan.

On December 11, 2012, the Company's Board declared a special cash dividend of \$1.00 per common share, which was paid on December 28, 2012 to all shareholders of record as of the close of business on December 21, 2012. The Board approved a modification whereby each outstanding option as of December 28, 2012 was increased by a ratio of 1.0471 with a corresponding reduction in the exercise price.

(3) The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$26.00 to \$26.01. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$25.60 to \$25.9136. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$26.00 to \$26.25. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(6) The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$26.01 to \$26.2050. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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