#### Edgar Filing: MONOLITHIC POWER SYSTEMS INC - Form 4

MONOLITHIC POWER SYSTEMS INC Form 4 December 21, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hsing Michael Issuer Symbol MONOLITHIC POWER SYSTEMS (Check all applicable) INC [MPWR] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) 79 GREAT OAKS BLVD 12/17/2015 CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SAN JOSE, CA 95119 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Ownership (Instr. 8) Owned Direct (D) Following or Indirect (Instr. 4) Reported  $(\mathbf{I})$ (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price 110,000 Common  $M^{(1)}$ 12/17/2015(1) Α \$0 1,140,030 D (1)Stock Common Hsing Fam 29,000 I Stock Foundation Common by M Hsing I 133,040 Stock 04 Trust

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

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#### number.

# 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. Transactio Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Performance Shares	<u>(2)</u>	12/17/2015 <u>(1)</u>		M <u>(1)</u>	110,000 (1)	(2)	(2)	Common Stock	110,00

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
Hsing Michael 79 GREAT OAKS BLVD SAN JOSE, CA 95119	Х		CEO				
Signatures							
By: Saria Tseng For: Michael		12/21/2015	5				

Hsing

<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).

Each performance share represents a contingent right to receive a restricted stock unit upon MPWR's common stock achieving a 20-day average closing price of \$56.00 per share from January 1, 2014 through December 31, 2018 (the "Performance Period"). Credited

(1) average closing pice of \$50.00 per share from January 1, 2014 through December 51, 2018 (the Performance Period ). Credited performance units are still subject to an additional, quarterly, five-year time-based vesting schedule beginning January 1, 2019, subject to acceleration under certain circumstances.

Each performance unit will vest as follows: one share of MPWR common stock will be credited for each performance unit if the price of MPWR common stock achieves a 20-day average closing price of \$40.00 per share from January 1, 2014 through December 31, 2018 (the "Performance Period"), and up to four additional shares will be credited for each performance unit if the 20-day average closing price

(2) (the Terrormance renou), and up to rour additional shares will be cleaned for each performance unit in the 20-day average closing price reaches \$43.00, \$47.00, \$52.00 and \$56.00 (that is, one share per price level) during the Performance Period. Credited performance units are then subject to an additional, quarterly, five-year time-based vesting schedule beginning January 1, 2019, subject to acceleration under certain circumstances.

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. are pleased to provide you with electronic delivery of voting instructions for the 2012 Annual Meeting of Shareholders of Cigna Corporation. These instructions apply to any vested or restricted shares of Cigna stock that you own and that are held in your employee stock account at BNY Mellon and to the pass through voting rights you have because of your investment in the Cigna Stock Fund of the Cigna or Cigna Health Management 401(k) plans.

### **Reporting Owners**

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To access Cigna's 2012 Proxy Statement and 2011 Annual Report, and to provide voting instructions, click here.

If you cannot access the link, please email Cigna Shareholder Services at ShareholderServices@cigna.com to receive your proxy voting package by mail.

You may also access the 2012 Proxy Statement and the 2011 Annual Report on Cigna's website at www.cigna.com/aboutus/investor-relations.

Cigna encourages you to exercise your right to vote. Your vote is important, even if you do not own many shares, or have only a small amount invested in the Cigna Stock Fund.

Thank you.

Cigna Corporation 900 Cottage Grove Road Bloomfield, CT 06002

March 16, 2012

### NOTICE OF 2012 ANNUAL MEETING OF SHAREHOLDERS

The annual meeting of shareholders will be held on Wednesday, April 25, 2012 at the Bushnell Performing Arts Center, Autorino Great Hall Theater, 166 Capitol Avenue, Hartford, Connecticut 06106.

At the meeting, we will ask the shareholders to:

1. Elect the four director nominees named in the proxy statement for terms expiring in April 2015 (Item 1 on the proxy card);

2. Advisory approval of Cigna's executive compensation (Item 2 on the proxy card);

3. Ratify the appointment of PricewaterhouseCoopers, LLP as the independent registered public accounting firm for 2012 (Item 3 on the proxy card);

4. Approve Cigna's Amended and Restated Executive Incentive Plan (Item 4 on the proxy card);

5. Consider a Company proposal to amend Cigna's By-Laws to provide for the declassification of the Board of Directors (Item 5 on the proxy card); and

6. Consider any other business properly brought before the meeting.

Each of these proposals is described in the proxy statement. The Board of Directors recommends that you vote in favor of Items 1, 2, 3, and 4 and makes no recommendation with respect to Item 5. Cigna's 2012 Proxy Statement and 2011 Annual Report to Shareholders are available at the bottom of this notice, or you may access them on Cigna's website at www.cigna.com/aboutus/investor-relations. You may also contact BNY Mellon by phone at 1.888.313.0164 (outside the U.S. and Canada, call 201.680.6688), or by email at shrrelations@bnymellon.com for a paper copy of the proxy materials, referencing your 11-digit control number below.

Cigna shareholders of record at the close of business on Monday, February 27, 2012 are entitled to receive this notice of the meeting and to vote at the meeting and any postponement or adjournment thereof.

Participants in the Cigna 401(k) Plan or the Cigna Health Management 401(k) Plan who have invested some or all of their account balances in the Cigna Stock Fund as of the close of business on Monday, February 27, 2012, are entitled to the same notice that shareholders receive and are entitled to provide direction on how they want their proportionate interest in the shares held by the Cigna Stock Fund voted by the Plans' trustee (which is the actual shareholder of record for shares owned by the Plans).

Explanation of Responses:

Your vote or instructions are important, even if you do not own many shares or have much money invested in the Cigna Stock Fund. To use the Internet to vote your shares or issue voting instructions, click on the following link: http://www.proxyvoting.com/ci and use the unique control number below.

Your control number is:

We encourage you to exercise your right to vote.

David M. Cordani Isaiah Harris, Jr. President and Chief Executive Officer

Chairman of the Board

By order of the Board of Directors,

Lindsay Blackwood **Corporate Secretary**