Xiao Deming
Form 4
February 08, 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

(Last) (First) (Middle)

79 GREAT OAKS BLVD

(Street)

SAN JOSE, CA 95119

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2013

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Pres. of MPS Asia Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/06/2013 | | S[(1)] | | 7,114 | D | $ 22.8889 | 109,815 | D | |
| Common Stock | 02/06/2013 | | A[(2)] | | 1,080 | A | $ 0 | 110,895 | D | |
| Common Stock | 02/07/2013 | | S[(3)] | | 416 | D | $ 23.7 | 110,479 | D | |
| Common Stock | 02/07/2013 | | M[(4)] | | 20,000 | A | $ 18.77 | 29,480 | I | by Spouse |
| Common Stock | 02/07/2013 | | M[(4)] | | 3,000 | A | $ 15.6 | 32,480 | I | by Spouse |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock | 02/07/2013 | M[4] | 8,571 | A | $ 15.74 | 41,051 | I | by Spouse |
| Common Stock | 02/07/2013 | S[4] | 20,000 | D | $ 24.9 | 21,051 | I | by Spouse |
| Common Stock | 02/07/2013 | S[4] | 3,000 | D | $ 24.9 | 18,051 | I | by Spouse |
| Common Stock | 02/07/2013 | S[4] | 8,571 | D | $ 24.9 | 9,480 | I | by Spouse |

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

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**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 Amo Underlying Secur (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Nu of S |
| Non-Qualified Stock Option (right to buy) | $ 15.6 | 02/07/2013 | | M[4] | | | 3,000 | 01/31/2010 | 02/08/2015 | Common Stock | 3 |
| Non-Qualified Stock Option (right to buy) | $ 15.74 | 02/07/2013 | | M[4] | | | 8,571 | 10/28/2010 | 10/28/2015 | Common Stock | 8 |
| Non-Qualified Stock Option (right to buy) | $ 18.77 | 02/07/2013 | | M[4] | | | 20,000 | 08/03/2009 | 08/03/2014 | Common Stock | 20 |

# Reporting Owners

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

# Signatures

By: Saria Tseng For: Deming Xiao — 02/08/2013

**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)** Shares sold to pay tax obligations resulting from the vesting of performance units (restricted stock units) originally granted on February 25, 2010. The Performance was met and the shares were released per board approval on February 5, 2013.

**(2)** Equitable stock dividend adjustment approved by the Board of Director as a result of dividend Payment to shareholders on December 28, 2012. Stock dividends will release according to the same vesting schedule as the original grants.

**(3)** Shares sold to pay tax obligations resulting from the release of restricted stock units.

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

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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