

Tseng Saria
Form 4
May 08, 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 *
Tseng Saria

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)
05/06/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/06/2013		M		1,340	A	\$ 7.64
Common Stock	05/06/2013		S		1,340	D	\$ 24.41
Common Stock	05/06/2013		M		331	A	\$ 7.64
Common Stock	05/06/2013		S		331	D	\$ 24.3401
Common Stock	05/06/2013		M		8,660	A	\$ 7.64

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Common Stock	05/06/2013	S	8,660	D	\$ <u>(1)</u> 24.3401	82,632	D	
Common Stock	05/07/2013	<u>S(2)</u>	502	D	\$ 24.24	82,130	D	
Common Stock	05/08/2013	<u>S(2)</u>	1,223	D	\$ 24.1013	80,907	D	
Common Stock	05/08/2013	A	151 <u>(3)</u>	A	\$ 0	81,058	D	
Common Stock	05/08/2013	<u>S(2)</u>	58	D	\$ 24.1	81,000	D	
Common Stock						3,000	I	S.Tseng Charity Fund

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 7.64	05/06/2013		M	331	12/28/2012 11/17/2014	Common Stock	33	
Non-Qualified Stock Option (right to buy)	\$ 8 <u>(4)</u>	05/06/2013		M	1,340	10/15/2005 11/17/2014	Common Stock	1,340	
Non-Qualified Stock Option (right to buy)	\$ 8 <u>(4)</u>	05/06/2013		M	8,660	10/15/2005 11/17/2014	Common Stock	8,660	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tseng Saria 79 GREAT OAKS BLVD SAN JOSE, CA 95119			VP & General Counsel	

Signatures

Saria Tseng 05/08/2013

__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).

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 \$24.34 to \$24.3501. 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.

(2) Shares sold to pay tax obligations resulting from the vesting of restricted stock units.

(3) 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.

(4) 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.

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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