

MONOLITHIC POWER SYSTEMS INC  
 Form 4  
 August 09, 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 \*  
 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)  
 08/07/2013

\_\_\_\_ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/07/2013		M <sup>(1)</sup>		40,000	A	\$ 17.92 <sup>(2)</sup>
Common Stock	08/07/2013		S <sup>(1)</sup>		40,000	D	\$ 27
Common Stock	08/08/2013		A		192 <sup>(3)</sup>	A	\$ 0
Common Stock	08/08/2013		S <sup>(4)</sup>		102	D	\$ 28.28
Common Stock	08/08/2013		S <sup>(4)</sup>		2,167	D	\$ 28.283
							81,155
							81,065
							81,257
							78,988

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Common Stock	08/09/2013	M	1,429	A	\$ 15.03 (2)	13,214	I	by Spouse
Common Stock	08/09/2013	M	941	A	\$ 17.92	14,155	I	by Spouse
Common Stock	08/09/2013	M	141	A	\$ 14.89	14,296	I	by Spouse
Common Stock	08/09/2013	M	470	A	\$ 15.03	14,766	I	by Spouse
Common Stock	08/09/2013	S	1,429	D	\$ 28.31	13,337	I	by Spouse
Common Stock	08/09/2013	S	941	D	\$ 28.31	12,396	I	by Spouse
Common Stock	08/09/2013	S	141	D	\$ 28.31	12,255	I	by Spouse
Common Stock	08/09/2013	S	470	D	\$ 28.31	11,785	I	by Spouse
Common Stock	08/09/2013	S	3,628	D	\$ 28.31	8,157	I	by Spouse

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 18.77 (2)	08/07/2013		M(1)	40,000	08/03/2009 08/03/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.89	08/09/2013		M	141	12/28/2012 10/28/2015	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 15.03	08/09/2013	M	470	12/28/2012	10/28/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.74 <u>(2)</u>	08/08/2013	M	1,429	10/28/2010	10/28/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.92	08/09/2013	M	941	12/28/2012	08/03/2014	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: 08/09/2013  
Deming Xiao

\_\_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.

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

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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