

MONOLITHIC POWER SYSTEMS INC  
 Form 4  
 April 08, 2015

**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 \*  
 Hsing Michael

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)  
 04/06/2015

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

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	04/06/2015		M <sup>(1)</sup>		54,515	A \$ 15.03	1,157,147 D
Common Stock	04/06/2015		S <sup>(1)</sup>		36,443	D \$ 52 <sup>(2)</sup>	1,120,704 D
Common Stock	04/07/2015		M <sup>(1)</sup>		48,332	A \$ 15.03	1,169,036 D
Common Stock	04/07/2015		S <sup>(1)</sup>		32,310	D \$ 52.0704 <sup>(3)</sup>	1,136,726 D
Common Stock	04/08/2015		M <sup>(1)</sup>		5,462	A \$ 15.03	1,142,188 D

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Common Stock	04/08/2015	S <sup>(1)</sup>	3,651	D	\$ 52.009 (4)	1,138,537	D	
Common Stock						29,000	I	Hsing Fam Foundation
Common Stock						133,040	I	by M Hsing 04 Trust

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 15.03	04/06/2015		M <sup>(1)</sup>	54,515	10/28/2010 <sup>(5)</sup>	10/28/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.03	04/07/2015		M <sup>(1)</sup>	48,332	10/28/2010 <sup>(5)</sup>	10/28/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.03	04/08/2015		M <sup>(1)</sup>	5,462	10/28/2010 <sup>(5)</sup>	10/28/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hsing Michael 79 GREAT OAKS BLVD SAN JOSE, CA 95119	X		CEO	

## Signatures

/s/ Meera Rao For: Michael  
Hsing

04/08/2015

\_\_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.

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 \$52.00 to \$52.01. 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.

(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 \$52.00 to \$52.255. 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 \$52.00 to \$52.10. 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) Original option grant was for 300,000 shares. Fifty percent (50%) of the Shares subject to the Option shall vest twenty-four (24) months after the Vesting Commencement Date, and 1/48 of the Shares subject to the Option shall vest monthly thereafter on the same day of the month as the Vesting Commencement Date, subject to the Optionee continuing to be a Service Provider on such dates. All outstanding options have fully vested.

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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