

MONOLITHIC POWER SYSTEMS INC
 Form 4
 February 05, 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 *
 Rao Meera

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)
 02/03/2015

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

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 or Price		
Common Stock	02/03/2015		A		73,560 (1)	A	\$ 0 168,656 D
Common Stock	02/03/2015		S(2)		77	D	\$ 47.21 168,579 D
Common Stock	02/03/2015		S(2)		1,478	D	\$ 47.21 167,101 D
Common Stock	02/03/2015		A		6,439 (3)	A	\$ 0 173,540 D
Common Stock	02/05/2015		S		591 (2)	D	\$ 48.0202 172,949 D

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granted to the reporting person. Of the restricted stock units that were awarded, 36,780 will vest immediately and 36,780 will vest quarterly in the next two years.

- (2) Shares sold to pay tax obligations resulting from the vesting of restricted stock units.
- (3) 1/12 of the Restricted Stock Units shall vest quarterly following the Vesting Commencement Date, provided that the Grantee continues to be a Service Provider from the Grant Date through each applicable vesting date.

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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