

MONOLITHIC POWER SYSTEMS INC
 Form 4
 May 27, 2016

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 *
 Lee Victor K

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)
 1539 QUEENSTOWN CT.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/26/2016

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

SUNNYVALE, CA 94087
 (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	05/26/2016		M ⁽¹⁾			5,000	A	\$ 20.2	27,796	D	
Common Stock	05/26/2016		S ⁽¹⁾			5,000	D	\$ 67.6116	22,796	D	
Common Stock	05/26/2016		M ⁽¹⁾			357	A	\$ 20.2	23,153	D	
Common Stock	05/26/2016		S ⁽¹⁾			357	D	\$ 67.95	22,796	D	
Common Stock	05/27/2016		M ⁽¹⁾			4,000	A	\$ 20.2	26,796	D	

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Common Stock	05/27/2016		<u>S</u> ⁽¹⁾	4,000	D	\$ 68.5568 <u>(3)</u>	22,796	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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)
Non-Qualified Stock Option (right to buy)	\$ 20.2	05/26/2016		<u>M</u> ⁽¹⁾	5,000	02/02/2011 02/09/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.2	05/26/2016		<u>M</u> ⁽¹⁾	357	02/02/2011 02/09/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.2	05/27/2016		M	4,000	02/02/2011 ⁽¹⁾ 02/09/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lee Victor K 1539 QUEENSTOWN CT. SUNNYVALE, CA 94087		X		

Signatures

By: Saria Tseng For: 05/27/2016
Victor Lee

__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) Transaction was executed during an authorized trading window in compliance with the Company's Insider Trading Compliance Program.
The price is the weighted average sale price for the transactions reported on this line.
- (2) range from \$67.55 to \$67.715. 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.
The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line
- (3) range from \$68.50 to \$68.605. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.