

MONOLITHIC POWER SYSTEMS INC  
 Form 4  
 July 15, 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)  
 07/12/2013

\_\_\_\_ 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	07/12/2013		M <sup>(1)</sup>		563	A	\$ 7.64	75,563	D	
Common Stock	07/12/2013		M <sup>(1)</sup>		884	A	\$ 15.28	76,447	D	
Common Stock	07/12/2013		M <sup>(1)</sup>		3,750	A	\$ 12.42 <sup>(2)</sup>	80,197	D	
Common Stock	07/12/2013		M <sup>(1)</sup>		329	A	\$ 14.93	80,526	D	
Common Stock	07/12/2013		M <sup>(1)</sup>		941	A	\$ 12.42	81,467	D	

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Common Stock	07/12/2013	<u>S</u> <sup>(1)</sup>	13,467	D	\$ 25.2237 <u>(3)</u>	68,000	D	
Common Stock	07/12/2013	<u>M</u> <sup>(1)</sup>	7,000	A	\$ 14.93 <u>(2)</u>	75,000	D	
Common Stock	07/15/2013	<u>S</u> <sup>(1)</sup>	490	D	\$ 25.8	74,510	D	
Common Stock						2,000	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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 7.64	07/12/2013		<u>M</u> <sup>(1)</sup>	563	12/28/2012 11/17/2014	Common Stock	563
Non-Qualified Stock Option (right to buy)	\$ 12.42	07/12/2013		<u>M</u> <sup>(1)</sup>	941	12/28/2012 10/22/2015	Common Stock	941
Non-Qualified Stock Option (right to buy)	\$ 13.01 <u>(2)</u>	07/12/2013		<u>M</u> <sup>(1)</sup>	3,750	10/22/2010 10/22/2015	Common Stock	3,750
Non-Qualified Stock Option (right to buy)	\$ 14.93	07/12/2013		<u>M</u> <sup>(1)</sup>	329	12/28/2012 01/31/2015	Common Stock	329
Non-Qualified Stock Option	\$ 15.28	07/12/2013		<u>M</u> <sup>(1)</sup>	884	12/28/2012 07/27/2014	Common Stock	884

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 15.64 <u>(2)</u>	07/12/2013	M <sup>(1)</sup>	7,000	01/31/2010	01/31/2015	Common Stock	7,0
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## 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 07/15/2013

    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).

(1) In accordance with the reporting person's 10b5-1 trading plan.

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.

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 \$25.16 to \$25.2237. 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.

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