

MONOLITHIC POWER SYSTEMS INC  
Form 4  
May 06, 2014

**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 \*  
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)  
05/02/2014

\_\_\_\_ 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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	05/02/2014		S <sup>(1)</sup>	1,350 D \$ 36.7695	58,497	D	
Common Stock	05/02/2014		S <sup>(2)</sup>	1,148 D \$ 36.7136	57,349	D	
Common Stock	05/02/2014		S <sup>(2)</sup>	53 D \$ 36.51	57,296	D	
Common Stock	05/05/2014		S <sup>(1)</sup>	463 D \$ 36.2501	56,833	D	
Common Stock	05/05/2014		S <sup>(1)</sup>	23 D \$ 36.25	56,810	D	

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Common Stock	05/05/2014	S <sup>(1)</sup>	724	D	\$ 36.2501	56,086	D	
Common Stock	05/05/2014	S <sup>(2)</sup>	430	D	\$ 36.5544 (4)	55,656	D	
Common Stock	05/05/2014	S <sup>(2)</sup>	5,056	D	\$ 36.6799 (5)	50,600	D	
Common Stock	05/06/2014	S <sup>(1)</sup>	701	D	\$ 36.4106	49,899	D	
Common Stock	05/06/2014	S <sup>(2)</sup>	644	D	\$ 36.6193 (6)	49,255	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.

**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.**

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			VP & General Counsel	

Tseng Saria  
79 GREAT OAKS BLVD  
SAN JOSE, CA 95119

## Signatures

Saria Tseng

05/06/2014

\_\_\_\_\_  
\*\*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) Shares sold to pay tax obligations resulting from the vesting of restricted stock units.

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

(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 \$36.56 to \$36.91. 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 \$36.18 to \$36.89. 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) 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 \$36.23 to \$37.12. 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.

(6) 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 \$36.49 to \$36.73. 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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