Hsing Michael Form 4 February 08, 2013

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Hsing Michael				Symbol MONOLITHIC POWER SYSTEMS INC [MPWR]					Issuer (Check all applicable)				
				3. Date of Earliest Transaction (Month/Day/Year) 02/06/2013					_X_ Director 10% Owner Specify oblow) Other (specify below) CEO				
					4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Ta	ble I - Non	-Derivativ	e Secı	ırities Acqu	ired, Disposed of	f, or Beneficia	ally Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securit coor Dispos (Instr. 3, 4	ed of		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)		
	Common Stock	02/06/2013			S(1)	31,272	D	\$ 22.8889	601,169	D			
	Common Stock	02/06/2013			S(2)	39,229	D	\$ 22.8889	561,940	D			
	Common Stock	02/06/2013			A(3)	7,064	A	\$0	569,004	D			
	Common Stock	02/07/2013			S(4)	3,646	D	\$ 23.7	565,358	D			

By Jointly

w/Spouse

465,566

I

#### Edgar Filing: Hsing Michael - Form 4

Common Stock	133,040	I	By S. Hsing 04 Trust
Common Stock	33,000	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.

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)	4. Transac Code (Instr. 8	5. tionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	Amou Under Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Owne Follo Repo Trans (Instr
			Code '	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Hsing Michael 79 GREAT OAKS BLVD	X		CEO				
SAN JOSE, CA 95119	74		CLO				

## **Signatures**

By: Saria Tseng For: Michael 02/08/2013 Hsing

\*\*Signature of Reporting Person Date

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### **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 performance units (restricted stock units) originally granted on February 25, 2010. The Performance was met and the shares were released per board approval on February 5, 2013.
- (2) Shares sold to pay tax obligations resulting from the vesting of performance units (restricted stock units) originally granted on February 8, 2011. The Performance was met and the shares were released per board approval on February 5, 2013.
- (3) Equitable stock dividend adjustment approved by the Board of Director as a result of dividend Payment to shareholders on December 28, 2012. Stock dividends will release according to the same vesting schedule as the original grants.
- (4) Shares sold to pay tax obligations resulting from the release of restricted stock units.

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.