Rao Meera Form 4 February 08, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Rao Meera			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			MONOLITHIC POWER SYSTEMS INC [MPWR]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner		
			(Month/Day/Year)	X Officer (give title Other (specify below)		
79 GREAT OAKS BLVD			02/06/2013	CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
SAN JOSE, CA 95119				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	ities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/06/2013		S <u>(1)</u>	3,575	D	\$ 22.8888	86,972	D	
Common Stock	02/06/2013		A(2)	624	A	\$ 0	87,596	D	
Common Stock	02/07/2013		S(3)	248	D	\$ 23.7	87,348	D	
Common Stock	02/07/2013		M(4)	16,000	A	\$ 13.53	103,348	D	
Common Stock	02/07/2013		S <u>(4)</u>	16,000	D	\$ 24.2964 (5)	87,348	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

7. Title and Amo	
Underlying Secur	
(Instr. 3 and 4)	
An	
or	
Title N	
of	
C	
Common 16	
Stock	
(

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
Rao Meera						
79 GREAT OAKS BLVD			CFO			
SAN JOSE, CA 95119						

Signatures

By: Saria Tseng For: 02/08/2013 Meera Rao

**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 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.
- 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.
- (3) Shares sold to pay tax obligations resulting from the release of restricted stock units.
- (4) In accordance with the reporting person's 10b5-1 trading plan.

(5)

Reporting Owners 2

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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 \$24.00 to \$24.73. 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. 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.