Hsing Michael Form 4 February 13, 2013

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** OMB

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number: January 31, Expires: 2005

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per 0.5

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hsing Michael				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) 79 GREAT	(First) (N			of Earliest T Day/Year) 2013	ransaction	X Director X Officer (gi below)		0% Owner Other (specify
(Street) SAN JOSE, CA 95119				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)	Tab	le I - Non-	Derivative Securities Ac	quired, Disposed	of, or Benefic	ially Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or	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)

1.Title of	2. Transaction Date	2A. Deemed	•			5. Amount of	6.	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	· / · · /			Securities Beneficially	Ownership Form:	Indirect Beneficial
(msu. 3)		(Month/Day/Year)	(Instr. 8)	(IIISU: 3, 77	(A)		Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(IIIsti. 3 aliu 4)		
Common Stock	02/11/2013		A	125,635 (1)	A	\$0	686,222	D	
Common Stock							465,566	I	By Jointly w/Spouse
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

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

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)

<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities	1		(Instr.	3 and 4)		(
	Security				Acquired						]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Expiration Exercisable Date	Expiration		Number		
							11110	of			
				Code V	(A) (D)				Shares		
				Code v	(A) $(D)$				Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
Hsing Michael								
79 GREAT OAKS BLVD	X		CEO					
SAN JOSE, CA 95119								

#### **Signatures**

By: Meera Rao For: Michael 02/13/2013 Hsing

\*\*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).

25% of the Restricted Stock Units shall vest at 1/8th quarterly following the Vesting Commencement Date, provided that the Grantee continues to be a Service Provider from the Grant Date through each applicable vesting date. Additionally, 75% of the Restricted Stock Units were granted and shall be subject to satisfaction of performance-based vesting criteria based on achievement of certain long term Company performance targets, as determined by the Compensation Committee of the Company, and additional time vesting subsequent to the achievement of those performance targets, provided that the Grantee continues to be a Service Provider from the grant date through each applicable vesting date.

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.

Reporting Owners 2

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