Tseng Saria Form 4/A April 25, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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).

Stock

(Print or Type Responses)

See Instruction

1. Name and Ad Tseng Saria	Symbol MONO	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) (M	iddle) 3. Date of (Month/D	Earliest Tra	nsaction			DirectorX_ Officer (giv		Owner er (specify	
79 GREAT (02/11/20	02/11/2013				VP & General Counsel				
	(Street)	Filed(Mor	4. If Amendment, Date Original Filed(Month/Day/Year) 02/11/2013				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAN JOSE,	CA 95119		~				Form filed by I Person	More than One Re	eporting	
(City)	(State) (Zip) Tabl	e I - Non-Do	erivative S	ecuriti	ies Acq	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Acc	quired	5. Amount of	6. Ownership	7. Nature of	
Security	Execution Date, if	-				Securities	Indirect			
(Instr. 3)	any	Code (D				Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5	()	Owned	Indirect (I)	Ownership	
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Stock	02/11/2013		A(1)	10,644	A	\$0	83,794	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

(2)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities		(Instr.	3 and 4)		Owne	
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	or Title Numb of			
									Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tseng Saria

79 GREAT OAKS BLVD VP & General Counsel

SAN JOSE, CA 95119

Signatures

By: Meera Rao For: Saria
Tseng
04/25/2013

**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) This amendment is to eliminate the reporting of 31,930 Performance Stock Units because they were reported as granted and not when they are earned. In addition, due to an administrative error the number of Restricted Stock Units granted was incorrectly stated.
- These 31,930 shares of Performance 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.

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