#### MONOLITHIC POWER SYSTEMS INC

Form 4

February 06, 2014

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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**OMB APPROVAL** 

Form 4 or 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

burden hours per response...

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1(b).

(Print or Type Responses)

Name and Addr Sciammas Mai	*	ng Person *	2. Issuer Name <b>and</b> 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		
79 GREAT OA	AKS BLVD		(Month/Day/Year) 02/04/2014	X Officer (give title Other (specify below) Sr. V.P.of Sales and Marketing		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN JOSE, CA	A 95119		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	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. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	sed 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	02/04/2014		S(1)	1,620	D	\$ 32.19	95,926	D	
Common Stock	02/04/2014		S(2)	2,241	D	\$ 32.19	93,685	D	
Common Stock	02/04/2014		A	46,382 (3)	A	\$ 0	140,067	D	
Common Stock	02/04/2014		A	10,944 (4)	A	\$ 0	151,011	D	
Common Stock	02/05/2014		S(1)	8,828	D	\$ 31.1686	142,183	D	

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Common Stock	02/06/2014	S(1)	502	D	\$ 31.27	141,681	D	
Common Stock	02/06/2014	S(2)	829	D	\$ 31.27	140,852	D	
Common Stock						12,746	I	by Family Trust

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)

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. Transac Code (Instr. 8	5. stionNumber of (a) Derivati Securities Acquires (A) or Dispose of (D) (Instr. 3, 4, and 5)	(Month/Day ve es d	Date	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V (A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
.F	Director	10% Owner	Officer	Other		
Sciammas Maurice						
79 GREAT OAKS BLVD			Sr. V.P.of Sales and Marketing			
SAN JOSE CA 95119						

## **Signatures**

By: Saria Tseng For: Maurice Sciammas	02/06/2014
**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 restricted stock units.
- (2) In accordance with the reporting person's 10b5-1 trading plan.
  - On February 14, 2012, the reporting person was granted a target of 25,665 shares of restricted stock units subject to satisfaction of pre-determined, performance-based vesting criteria. On February 4, 2014, the Company's Board of Directors determined that those
- (3) performance criteria for the restricted stock units had been satisfied, which resulted in 18,632 additional shares being achieved and granted to the reporting person. In addition, 2,085 shares were granted as a result of an equitable stock dividend adjustment approved by the Board of Directors on December 28, 2012. Of the restricted stock units that were awarded, 23,192 will vest immediately and 23,190 will vest quarterly in the next two years.
  - 1/8 of the Restricted Stock Units shall vest 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, 32,831 shares of Restricted Stock Units
- (4) 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.