

MONOLITHIC POWER SYSTEMS INC
 Form 4
 February 06, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sciammas Maurice

2. Issuer Name and Ticker or Trading Symbol
 MONOLITHIC POWER SYSTEMS INC [MPWR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Sr. V.P.of Sales and Marketing

(Last) (First) (Middle)
 79 GREAT OAKS BLVD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/04/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

SAN JOSE, CA 95119
 (City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/04/2014		S ⁽¹⁾		1,620 D \$ 32.19	D	
Common Stock	02/04/2014		S ⁽²⁾		2,241 D \$ 32.19	D	
Common Stock	02/04/2014		A		46,382 ⁽³⁾ A \$ 0	D	
Common Stock	02/04/2014		A		10,944 ⁽⁴⁾ A \$ 0	D	
Common Stock	02/05/2014		S ⁽¹⁾		8,828 D \$ 31.1686	D	

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.