

Xiao Deming
Form 4
March 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
Xiao Deming

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) (Middle)
79 GREAT OAKS BLVD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. of MPS Asia Operations

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

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 10.41 | 02/28/2013 | A | 80 <u>(1)</u> | | | | | 12/28/2012 | 12/07/2014 | Common Stock | 80 |
| Non-Qualified Stock Option (right to buy) | \$ 10.41 | 02/28/2013 | A | 2,127 <u>(1)</u> | | | | | 12/28/2012 | 12/07/2014 | Common Stock | 2,127 |
| Non-Qualified Stock Option (right to buy) | \$ 11.31 | 02/28/2013 | A | 3,294 <u>(1)</u> | | | | | 12/28/2012 | 10/26/2013 | Common Stock | 3,294 |
| Non-Qualified Stock Option (right to buy) | \$ 14.89 | 02/28/2013 | A | 1,103 <u>(1)</u> | | | | | 12/28/2012 | 02/08/2015 | Common Stock | 1,103 |
| Non-Qualified Stock Option (right to buy) | \$ 15.03 | 02/28/2013 | A | 4,235 <u>(1)</u> | | | | | 12/28/2012 | 10/28/2015 | Common Stock | 4,235 |
| Non-Qualified Stock Option (right to buy) | \$ 17.92 | 02/28/2013 | A | 1,882 <u>(1)</u> | | | | | 12/28/2012 | 08/03/2014 | Common Stock | 1,882 |
| Non-Qualified Stock Option (right to buy) | \$ 14.89 | 02/28/2013 | A | 141 <u>(1)</u> | | | | | 12/28/2012 | 10/28/2015 | Common Stock | 141 |
| Non-Qualified Stock Option (right to buy) | \$ 15.03 | 02/28/2013 | A | 470 <u>(1)</u> | | | | | 12/28/2012 | 10/28/2015 | Common Stock | 470 |
| Non-Qualified Stock Option (right to buy) | \$ 17.92 | 02/28/2013 | A | 941 <u>(1)</u> | | | | | 12/28/2012 | 08/03/2014 | Common Stock | 941 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Xiao Deming
79 GREAT OAKS BLVD
SAN JOSE, CA 95119

Pres. of MPS Asia Operations

Signatures

By: Saria Tseng For:
Deming Xiao

03/04/2013

__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) Equitable stock dividend adjustment approved by the Board of Director as a result of dividend Payment to shareholders on December 28, 2012. Stock will vest according to the same vesting schedule as the original grants.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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