

MONOLITHIC POWER SYSTEMS INC
 Form 4
 February 05, 2015

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 *
 Tseng Saria

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)
 02/03/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP & General Counsel

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 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	02/03/2015		A		90,181 (1) \$ 0	D	
Common Stock	02/03/2015		S(2)		1,013 \$ 47.21	D	
Common Stock	02/03/2015		S(2)		51 \$ 47.21	D	
Common Stock	02/03/2015		A		8,071 (3) \$ 0	D	
Common Stock	02/05/2015		S		724 (2) \$ 48.0202	D	

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Common Stock	02/05/2015	S	6,090 (2)	D	\$ 47.7955	206,539	D	
Common Stock	02/05/2015	S	15,127 (2)	D	\$ 47.7954	191,412	D	
Common Stock						2,000	I	S.Tseng Charity Fund

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tseng Saria 79 GREAT OAKS BLVD SAN JOSE, CA 95119			VP & General Counsel	

Signatures

By: Saria Tseng For: Saria Tseng
02/05/2015

**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).

On February 11, 2013, the reporting person was granted a target of 31,930 shares of restricted stock units subject to satisfaction of pre-determined, performance-based vesting criteria. On February 3, 2015, the Company's Board of Directors determined that those

- (1) performance criteria for the restricted stock units had been satisfied, which resulted in 58,251 additional shares being achieved and granted to the reporting person. Of the restricted stock units that were awarded, 45,090 will vest immediately and 45,091 will vest quarterly in the next two years.
- (2) Shares sold to pay tax obligations resulting from the vesting of restricted stock units.
- (3) 1/12 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.

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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