MONOLITHIC POWER SYSTEMS INC

Form 4

March 18, 2015

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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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

(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) 79 GREAT O	(First) AKS BLVD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2015	Director 10% Owner _X_ Officer (give title Other (specify below) Pres. of MPS Asia Operations			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAN JOSE, CA 95119				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	sactionor Dispos e (Instr. 3, 4 r. 8)		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)
Common Stock	02/03/2015(1)		Code V M(1)	Amount 43,200 (1)	(D)	Price \$ 0	285,512	D	
Common Stock	02/17/2015		J(2)	474	A	\$ 37.451	258,375	D	
Common Stock	02/03/2015		A	569 (3)	A	\$ 0	2,148	I	by Spouse
Common Stock	03/16/2015		S(4)	9	D	\$ 53.16	2,139	I	by Spouse
Common Stock	03/16/2015		S(4)	166	D	\$ 53.16	1,973	I	by Spouse

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Common Stock 03/16/2015 $S_{\underline{(4)}}$ 84 D \$ 53.16 1,889 I by Spouse

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. Transactio Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	<u>(5)</u>	02/03/2015(1)		M <u>(1)</u>	43,200 (1)	(5)	(5)	Common Stock	43,200

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Xiao Deming

79 GREAT OAKS BLVD Pres. of MPS Asia Operations

SAN JOSE, CA 95119

Signatures

By: Saria Tseng For:
Deming Xiao

03/18/2015

**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).
- Each performance share represents a contingent right to receive a restricted stock unit upon MPWR's common stock achieving a 20-day average closing price of \$47.00 per share from January 1, 2014 through December 31, 2018 (the "Performance Period"). Credited performance units are still subject to an additional, quarterly, five-year time-based vesting schedule beginning January 1, 2019, subject to acceleration under certain circumstances.
- (2) Acquired through the Company's qualified ESPP program.

Reporting Owners 2

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- (3) 1/16 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.
- (4) Shares sold to pay tax obligations resulting from the vesting of restricted stock units.
 - Each performance unit will vest as follows: one share of MPWR common stock will be credited for each performance unit if the price of MPWR common stock achieves a 20-day average closing price of \$40.00 per share from January 1, 2014 through December 31, 2018
- (the "Performance Period"), and up to four additional shares will be credited for each performance unit if the 20-day average closing price reaches \$43.00, \$47.00, \$52.00 and \$56.00 (that is, one share per price level) during the Performance Period. Credited performance units are then subject to an additional, quarterly, five-year time-based vesting schedule beginning January 1, 2019, subject to acceleration under certain circumstances.

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.