#### Edgar Filing: MONOLITHIC POWER SYSTEMS INC - Form 4

MONOLITHIC POWER SYSTEMS INC Form 4 March 18, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Xiao Deming Issuer Symbol MONOLITHIC POWER SYSTEMS (Check all applicable) INC [MPWR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) 79 GREAT OAKS BLVD 02/03/2015 Pres. of MPS Asia Operations (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SAN JOSE, CA 95119 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3, 4 and 5) (Instr. 3) anv Code Beneficially Form: Beneficial Ownership (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect (Instr. 4) Reported  $(\mathbf{I})$ (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 43,200  $M^{(1)}$ \$0 02/03/2015(1) A 285,512 D Stock (1) Common 02/17/2015 **J**(2) 474 258,375 D A Stock 37.451 Common 569 (3) I 02/03/2015 \$0 Α Α 2,148by Spouse Stock Common S<sup>(4)</sup> 03/16/2015 9 D \$ 53.16 2,139 I by Spouse Stock Common \$ 53.16 1,973 03/16/2015 S<sup>(4)</sup> 166 D I by Spouse Stock

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Common Stock	03/16/2015		S <u>(4)</u> 84	D	\$ 53.16	1,88	9	I	by Spous	e			
Reminder: Rep	ort on a separate	e line for each class of	i i	Persons winformation required to	rectly or indi ho respond n contained respond u currently v	d to th d in th inless	ne collection nis form are s the form	e not	EC 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)	Code	5. Number onDerivative Securities Acquired ( <i>A</i> or Disposed (D) (Instr. 3, 4, and 5)	A) d of	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)		<b>M</b> <u>(1)</u>	43,2 (1)		(5)	(5)	Common Stock	43,200			

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
I B	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		03/18/2015					
<u>**</u> 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

- (1) average closing pirce of \$47.00 per share noninfantary 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.

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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

(5) (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.