

MONOLITHIC POWER SYSTEMS INC
 Form 5
 February 01, 2007

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Moyer James C
 (Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2006

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief IC Design Engineer

6. Individual or Joint/Group Reporting
 (check applicable line)

6409 GUADALUPE MINES ROAD
 (Street)

SAN JOSE, CA 95120
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 05/10/2006 | Â | J ⁽¹⁾ | D | 1,496 \$ 0 | D | Â |
| Common Stock | 06/05/2006 | Â | J ⁽²⁾ | D | 518,504 \$ 0 | D | Â |
| Common Stock | 05/11/2006 | Â | J ⁽³⁾ | D | 43,255 \$ 0 | I | By F. Moyer 04 Trust |
| Common Stock | 05/11/2006 | Â | G ⁽⁴⁾ | D | 86,953 \$ 0 | I | By F. Moyer 04 Trust |

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| | | | | | | | | | |
|--------------|------------|---|------------------|---------|---|------|---------|---|----------------------|
| Common Stock | 05/11/2006 | Â | J ⁽⁵⁾ | 43,255 | D | \$ 0 | 86,953 | I | By J. Moyer 04 Trust |
| Common Stock | 05/11/2006 | Â | G ⁽⁶⁾ | 86,953 | D | \$ 0 | 0 | I | By J. Moyer 04 Trust |
| Common Stock | 06/05/2006 | Â | J ⁽²⁾ | 518,504 | A | \$ 0 | 518,504 | I | By Jointly w/Spouse |
| Common Stock | 05/10/2006 | Â | J ⁽¹⁾ | 1,496 | A | \$ 0 | 239,584 | I | by Moyer FamilyTrust |
| Common Stock | 05/11/2006 | Â | J ⁽⁷⁾ | 86,510 | A | \$ 0 | 326,094 | I | by Moyer FamilyTrust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. of D Se O Er Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| Moyer James C 6409 GUADALUPE MINES ROAD SAN JOSE, CA 95120 | Â X | Â | Â | Chief IC Design Engineer |

Signatures

James C. Moyer 02/01/2007
 **Signature of Date
 Reporting Person

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) Represents shares transferred from the reporting person's account to his family trust.
- (2) Represents shares transferred from the reporting person's account to his joint account with his spouse.
- (3) Represents shares transferred from the Frances K. Moyer 2004 Trust to the Moyer Family Trust.
- (4) Gifted shares from the Frances K. Moyer 2004 Trust to the following: 10,811 shares to William C. & Viola J. Moyer Trust, Viola J. McCreary Moyer, Trustee; 38,071 shares to Cynthia Anne Moyer; and 38,071 to William James Moyer.
- (5) Represents shares transferred from the James C. Moyer 2004 Trust to the Moyer Family Trust.
- (6) Gifted shares from the reporting person's trust to the following: 10,811 shares to William C. & Viola J. Moyer Trust, Viola J. McCreary Moyer, Trustee; 38,071 shares to Cynthia Anne Moyer; and 38,071 to William James Moyer.
- (7) Represents shares transferred from the James C. Moyer 2004 Trust and the Frances K. Moyer 2004 Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.