

MONOLITHIC POWER SYSTEMS INC

Form 4

February 23, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hsing Michael

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)
6409 GUADALUPE MINES ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO

(Street)

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

SAN JOSE, CA 95120

(City) (State) (Zip)

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)
Common Stock	02/22/2007 ⁽¹⁾		M	45,000	A \$ 1.32	867,144	D
Common Stock	02/22/2007		S	45,000	D \$ 13.6229 ⁽²⁾	822,144	D
Common Stock	02/23/2007 ⁽¹⁾		M	46,667	A \$ 1.32	868,811	D
Common Stock	02/23/2007		S	46,667	D \$ 13.3568 ⁽²⁾	822,144	D
	02/23/2007 ⁽¹⁾		M	18,333	A \$ 1.32	840,477	D

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Common
Stock

Common Stock	02/23/2007	S	18,333	D	\$ 13.3568 (2)	822,144	D
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Common Stock						280,897	I	By Jointly w/Spouse
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Common Stock						133,040	I	By S. Hsing 04 Trust
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Common Stock						133,040	I	by M Hsing 04 Trust
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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.

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. 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 Underlying (Instr. 3 and 4)
						Date Exercisable Expiration Date	Title
				Code	V (A) (D)		
Incentive Stock Option (right to buy)	\$ 1.32	02/23/2007		M	18,333	07/17/2003 ⁽³⁾ 07/17/2007 ⁽⁴⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.32	02/22/2007		M	45,000	07/17/2003 ⁽³⁾ 07/17/2007 ⁽⁴⁾	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.32	02/23/2007		M	46,667	07/17/2003 ⁽³⁾ 07/17/2007 ⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hsing Michael 6409 GUADALUPE MINES ROAD SAN JOSE, CA 95120	X		CEO	

Signatures

Michael Hsing 02/23/2007

____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) Option shares will expire if not exercised on or before July 17, 2007.
- (2) Average price per share
- (3) Shares exercised are subject to expiration on July 17, 2007.
- (4) Option shares expire five years from grant date if not exercised.

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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