

Sciammas Maurice
Form 4
February 08, 2013

FORM 4

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

OMB APPROVAL

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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 *
Sciammas Maurice

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)
02/06/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. V.P.of Sales and Marketing

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 ⁽¹⁾ | 02/06/2013 | | S ⁽²⁾ | | 3,534 | D | \$ 22.8888 |
| Common Stock | 02/06/2013 | | A ⁽³⁾ | | 615 | A | \$ 0 |
| Common Stock ⁽¹⁾ | 02/07/2013 | | S ⁽⁴⁾ | | 241 | D | \$ 22.7 |
| Common Stock | 02/07/2013 | | S ⁽⁵⁾ | | 12,240 | D | \$ 25.0047 ⁽⁶⁾ |
| Common Stock | 02/08/2013 | | S ⁽⁵⁾ | | 7,760 | D | \$ 25.0004 |

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(7)

| | | | |
|--------------|--------|---|----------------------------|
| Common Stock | 14,371 | I | byC Sciammas 04 TRST |
| Common Stock | 14,371 | I | byM Sciammas 04 Trst |

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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(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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sciammas Maurice 79 GREAT OAKS BLVD SAN JOSE, CA 95119 | | | Sr. V.P.of Sales and Marketing | |

Signatures

By: Saria Tseng For: Maurice Sciammas
Date: 02/08/2013

__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).
- (1) 50% of the Performance Units are subject to vest on the first anniversary of the Grant Date and 50% of the Performance Units are subject to vest on the second anniversary of the Grant Date, provided that the Grantee continues to be a service provider on such dates.
- (2) Shares sold to pay tax obligations resulting from the vesting of performance units (restricted stock units) originally granted on February 25, 2010. The Performance was met and the shares were released per board approval on February 5, 2013.
- (3) Equitable stock dividend adjustment approved by the Board of Director as a result of dividend Payment to shareholders on December 28, 2012. Stock dividends will release according to the same vesting schedule as the original grants.
- (4) Shares sold to pay tax obligations resulting from the release of restricted stock units.
- (5) In accordance with the reporting person's 10b5-1 trading plan.

The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line

- (6) range from \$25.00 to \$25.06. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line

- (7) range from \$25.00 to \$25.01. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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.