

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
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REPORTING OWNER

Lee Victor K

CIK: **1292133**

Type: **4** | Act: **34** | File No.: **000-51026** | Film No.: **13663565**

Mailing Address
C/O LEADIS TECHNOLOGY
800 W. CALIFORNIA
AVENUE, SUITE 200
SUNNYVALE CA 94086

ISSUER

MONOLITHIC POWER SYSTEMS INC

CIK: **1280452** | IRS No.: **770466789** | State of Incorporation: **CA** | Fiscal Year End: **1231**
SIC: **3674** Semiconductors & related devices

Mailing Address
79 GREAT OAKS BLVD
SAN JOSE CA 95119

Business Address
79 GREAT OAKS BLVD
SAN JOSE CA 95119
(408) 826-0600

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Lee Victor K			2. Issuer Name and Ticker or Trading Symbol MONOLITHIC POWER SYSTEMS INC [MPWR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
79 GREAT OAKS BLVD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) SAN JOSE, CA 95119								
(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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/28/2013		<u>M</u>		5,000	A \$9.24	19,589	D	
Common Stock	02/28/2013		<u>S</u>		5,000	D \$24.75	14,589	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$9.24	02/28/2013		<u>M</u>		5,000		02/28/2013	09/14/2013	Common Stock	5,000	\$ 0	10,000	D	
Non-Qualified Stock Option (right to buy)	\$9.24	02/28/2013		<u>A</u>		705 (L)		12/28/2012	09/14/2013	Common Stock	705	\$9.24	10,705	D	

Non-Qualified Stock Option (right to buy)	\$12.28	02/28/2013		<u>A</u>		1,176 ^(L)		12/28/2012	02/18/2017	Common Stock	1,176	\$12.28	1,176	D
Non-Qualified Stock Option (right to buy)	\$16.2	02/28/2013		<u>A</u>		705 ^(L)		12/28/2012	05/24/2014	Common Stock	705	\$16.2	705	D
Non-Qualified Stock Option (right to buy)	\$19.29	02/28/2013		<u>A</u>		1,176 ^(L)		12/28/2012	02/02/2017	Common Stock	1,176	\$19.29	1,176	D
Non-Qualified Stock Option (right to buy)	\$22.01	02/28/2013		<u>A</u>		705 ^(L)		12/28/2012	05/22/2015	Common Stock	705	\$22.01	705	D

Explanation of Responses:

- Equitable stock dividend adjustment approved by the Board of Director as a result of dividend Payment to shareholders on December 28, 2012. Stock will vest according to the same vesting schedule as the original grants.

Signatures

By: Saria Tseng For: Victor Lee

** Signature of Reporting Person

03/04/2013

Date

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

* 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).

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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