

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**
SEC Accession No. **0001258119-06-000001**

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

LEUNG WING YU

CIK: **1143867**

Type: **4** | Act: **34** | File No.: **000-32929** | Film No.: **06511641**

Business Address
1020 STEWART DRIVE
SUNNYVALE CA 94085
4087311810

ISSUER

MONOLITHIC SYSTEM TECHNOLOGY INC

CIK: **890394** | IRS No.: **770291941** | State of Incorpor.: **CA** | Fiscal Year End: **1231**
SIC: **3674** Semiconductors & related devices

Mailing Address
755 N MATIHILDA AVENUE
SUNNYVALE CA 94085

Business Address
755 N MATIHILDA AVENUE
SUNNYVALE CA 94085
408 731 1800

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

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

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 LEUNG WING YU			2. Issuer Name and Ticker or Trading Symbol MONOLITHIC SYSTEM TECHNOLOGY INC [mosy]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive VP and CTO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006			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		
755 N. MATHILDA AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) SUNNYVALE, CA 94085								
(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 ⁽¹⁾	01/03/2006		S		75,000	D	\$5.28	761,980 ⁽²⁾	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		Date Exercisable	Expiration Date					

Explanation of Responses:

- The reported sales of shares of Common Stock were made pursuant to a plan intended to comply with Rule 10b5-1 (c) under the Securities Exchange Act of 1934, as amended.
- In addition, A.G. Edwards & Sons, Inc. act as trustee with respect to 120,000 shares held in trust for the benefit of Wing-Yu Leung's son, Michael Pak Shing Leung (the "Michael Trust") and with respect to 120,000 shares held in trust for the benefit of his son, Matthew Pak-Ling Leung (the "Matthew Trust"). Wing-Yu Leung disclaims beneficial ownership of the 120,000 shares held by the Michael Trust and the 120,000 shares held by the Matthew Trust.

Trust. In addition, Wing-Yu Leung's wife owns 17,900 shares. He has no economic interest in any of these shares and disclaims beneficial ownership of them.

Signatures

Wingyu Leung

** Signature of Reporting Person

01/04/2006

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.

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 Number.