Tseng Saria Form 4/A November 08, 2011

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

Form 4 or

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(State)

Tseng Saria Issuer Symbol MONOLITHIC POWER SYSTEMS (Check all applicable) INC [MPWR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below)

2. Issuer Name and Ticker or Trading

6409 GUADALUPE MINES ROAD 11/03/2011 VP & General Counsel

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

11/07/2011 SAN JOSE, CA 95120

> (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Amount (D) Price Common D

11/03/2011  $S^{(1)}$ 325 D 78,599 Stock 12.17

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Form filed by More than One Reporting

Estimated average

burden hours per

### Edgar Filing: Tseng Saria - Form 4/A

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities				Secur	ities	(Instr. 5)	Bene
	Derivative							(Instr. 3 and 4)			Own
	Security			Acquired							Follo
					(A) or						Repo
					Disposed						Trans
				of (D) (Instr. 3, 4, and 5)							(Instr
									A 4		
									Amount		
						Date Exercisable	Expiration Date	or Title Number of			
				C 1 17	(A) (D)						
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Tseng Saria 6409 GUADALUPE MINES ROAD SAN JOSE, CA 95120

VP & General Counsel

# **Signatures**

Saria Tseng 11/08/2011 \*\*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) Shares sold to pay tax obligations resulting from the vesting of restricted stock units.

### **Remarks:**

This form is amended to correct the Form 4 filed on November 7, 2011. Due to an inadvertent error, the sales price and numb

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.

Reporting Owners 2