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| Hsing Michael Form 4 May 08, 2012 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). | | | | | | | | | | | | |
|---|---|--|--|--|-------------------------|------------------------------|---|--|--|---|--|--|
| Hsing Michael Symbol MON | | | Symbol MONC | ssuer Name and Ticker or Trading bol NOLITHIC POWER SYSTEMS [MPWR] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Month | | | (Month/ | Date of Earliest Transaction onth/Day/Year) 08/2012 | | | | X Director 10% Owner X Officer (give title Other (specify below) below) CEO | | | | |
| | | | Amendment, Date Original (Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | Tab | ole I - Non- | Derivativ | e Secu | rities Acqu | uired, Disposed of, | , or Beneficial | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deem Execution any (Month/D | Date, if | 3. Transactio Code (Instr. 8) Code V | omr Dispo (Instr. 3, | sed of 4 and (A) or | 5) Price | 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 | 05/08/2012 | | | S <u>(1)</u> | 3,582 | D | \$ 20.2752 | 698,290 | D | | | |
| Common Stock | | | | | | | | 498,566 | Ι | By Jointly w/Spouse | | |
| Common Stock | | | | | | | | 133,040 | I | By S. Hsing 04 Trust | | |
| Common Stock | | | | | | | | 133,040 | Ι | 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.

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

| 1. Title of | 2. Conversion | 3. Transaction Date | | 4. Transactiv | 5. | 6. Date Exerc | | 7. Titl | | 8. Price of | 9. Nu Deriy |
|--------------------------------------|---|---------------------|------------------|----------------------------------|---|---------------------|--------------------|------------------------------------|--|--------------------------------------|--|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | (Month/Day/Year) | Transactio Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Amou Under Securi (Instr. | lying | Derivative Security (Instr. 5) | Deriv Secun Bene Owno Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| Treporting of the Trans, Transcoo | Director | 10% Owner | Officer | Other | | |
| Hsing Michael 6409 GUADALUPE MINES ROAD SAN JOSE, CA 95120 | Х | | CEO | | | |
| Signatures | | | | | | |
| By: Saria Tseng For: Michael | 05/08 | /2012 | | | | |

Hsing

**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) Shares sold to pay tax obligations resulting from the vesting of restricted stock units.

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.