Xiao Deming Form 4 July 09, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

| 1. Name and A Xiao Demin | Symbol MONO | 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) 79 GREAT | (First) (M | of Earliest Tr Day/Year) 2012 | ansaction | | | Director 10% Owner X Officer (give title Other (specify below) Pres. of MPS Asia Operations | | | |
| SAN JOSE, | (Street) CA 95119 | | 4. If Amendment, Date Original Filed(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) Tal | ole I - Non-D | erivative | Secur | ities Acc | quired, Disposed | of, or Beneficia | lly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Code | 4. Securion(A) or D (D) (Instr. 3, | 4 and (A) or | ed of | 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 | 07/05/2012 | | S | 8,600 | D | \$ 20.9 | 10,000 | I | by Spouse |
| Common Stock | | | | | | | 130,869 | D | |

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.

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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) | Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amou Underlying Secur (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|------------|--|--------------------|---|------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Am or Nu of S |
| Non-Qualified Stock Option (right to buy) | \$ 8.05 | 07/05/2012 | | S | 11,563 | 03/28/2005 | 04/26/2015 | Common Stock | 11 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Xiao Deming

79 GREAT OAKS BLVD Pres. of MPS Asia Operations

SAN JOSE, CA 95119

Signatures

By: Saira Tseng For: 07/09/2012 Deming Xiao

**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) Represent shares owned by the reporting person's spouse.
- (2) Represents options owned by the reporting person's spouse.

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.

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