#### Edgar Filing: MONOLITHIC POWER SYSTEMS INC - Form 4

#### MONOLITHIC POWER SYSTEMS INC

Form 4

February 05, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

response...

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 Address of Reporting Person ** Rao Meera			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			MONOLITHIC POWER SYSTEMS INC [MPWR]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify		
79 GREAT OAKS BLVD			02/03/2015	below) below) CFO		
(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		
SAN JOSE, CA 95119				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I Non Derivative Securities Age	united Disposed of an Panaficially Owner		

(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. Securit onor Dispos (Instr. 3,	ed of (	` ′	5. Amount of Securities Beneficially Owned Following	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)			
Common Stock	02/03/2015		A	73,560 (1)	A	\$ 0	168,656	D			
Common Stock	02/03/2015		S(2)	77	D	\$ 47.21	168,579	D			
Common Stock	02/03/2015		S(2)	1,478	D	\$ 47.21	167,101	D			
Common Stock	02/03/2015		A	6,439 (3)	A	\$ 0	173,540	D			
Common Stock	02/05/2015		S	591 (2)	D	\$ 48.0202	172,949	D			

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Common Stock	02/05/2015	S	4,974 (2)	D	\$ 47.7956	167,975	D
Common Stock	02/05/2015	S	12,033 (2)	D	\$ 47.7954	155,942	D

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ant of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b>FB</b>	Director	10% Owner	Officer	Other				
Rao Meera								
79 GREAT OAKS BLVD			CFO					
SAN JOSE CA 95119								

## **Signatures**

By: Saria Tseng For: 02/05/2015
Meera Rao

\*\*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) On February 11, 2013, the reporting person was granted a target of 26,045 shares of restricted stock units subject to satisfaction of pre-determined, performance-based vesting criteria. On February 3, 2015, the Company's Board of Directors determined that those performance criteria for the restricted stock units had been satisfied, which resulted in 47,515 additional shares being achieved and

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granted to the reporting person. Of the restricted stock units that were awarded, 36,780 will vest immediately and 36,780 will vest quarterly in the next two years.

- (2) Shares sold to pay tax obligations resulting from the vesting of restricted stock units.
- (3) 1/12 of the Restricted Stock Units shall vest quarterly following the Vesting Commencement Date, provided that the Grantee continues to be a Service Provider from the Grant Date through each applicable vesting date.

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.