

MONOLITHIC POWER SYSTEMS INC
 Form 4
 May 30, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CHANG KUO WEI HERBERT

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) (First) (Middle)
 6409 GUADALUPE MINES ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/29/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

SAN JOSE, CA 95120

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 | 05/29/2007 | | S | | | 6,145 | D | \$ 17.307 (1) | 44,044 | I | By Forefront V. P. (2) |
| Common Stock | 05/30/2007 | | S | | | 28,000 | D | \$ 16.828 (1) | 16,044 | I | By Forefront V. P. (2) |
| Common Stock | 05/23/2007 | | J(3) | V | | 130,955 | D | \$ 0 | 0 | I | By InveStar Daysprin |
| Common Stock | 05/23/2007 | | J(4) | V | | 313,193 | D | \$ 0 | 0 | I | By InveStar |

| | | | | | | | | | | |
|--------------|------------|--|------------------|---|---------|---|------|-----------|---|--|
| Common Stock | 05/23/2007 | | J ⁽⁵⁾ | V | 444,148 | A | \$ 0 | 1,121,819 | I | Excelsus By VCFA GP ⁽⁶⁾ |
| Common Stock | | | | | | | | 1,974,690 | I | By InveStar SemiDev1 |
| Common Stock | | | | | | | | 864,489 | I | By InveStar SemiDev2 |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CHANG KUO WEI HERBERT 6409 GUADALUPE MINES ROAD SAN JOSE, CA 95120 | X | X | | |

Signatures

By: Saria Tseng For: Herbert Chang

05/30/2007

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) Average price per share

These securities are held directly by ForeFront Venture Partners L.P., and indirectly by ForeFront Associates LLC, its general partner.

(2) Reporting person is a managing general partner of ForeFront Associates LLC, and shares voting and/or investment power over these securities.

(3) For value received, InveStar Dayspring Venture Capital assigns and transfers unto VCFA Growth Partners, L.P. all of its rights, title and interest in 130,955 shares of Monolithic Power Systems, Inc. shares.

(4) For value received, InveStar Excelsus Venture Capital assigns and transfers unto VCFA Growth Partners, L.P. all of its rights, title and interest in 313,193 shares of Monolithic Power Systems, Inc. shares.

(5) Represents 444,148 total shares transferred from InveStar Dayspring Venture Partner and InveStar Excelsus Venture Partner to VCFA Growth Partners, L.P.

(6) The reporting person is a General Partner of the VCFA Growth Partners, L.P., a Cayman Island Limited Partnership. Mr. Chang retains beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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