

Xiao Deming
Form 4
February 08, 2013

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 *
Xiao Deming

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)
79 GREAT OAKS BLVD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. of MPS Asia Operations

SAN JOSE, CA 95119

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	02/06/2013		S ⁽¹⁾	7,114 D \$ 22.8889	109,815	D	
Common Stock	02/06/2013		A ⁽²⁾	1,080 A \$ 0	110,895	D	
Common Stock	02/07/2013		S ⁽³⁾	416 D \$ 23.7	110,479	D	
Common Stock	02/07/2013		M ⁽⁴⁾	20,000 A \$ 18.77	29,480	I	by Spouse
Common Stock	02/07/2013		M ⁽⁴⁾	3,000 A \$ 15.6	32,480	I	by Spouse

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Common Stock	02/07/2013	M ⁽⁴⁾	8,571	A	\$ 15.74	41,051	I	by Spouse
Common Stock	02/07/2013	S ⁽⁴⁾	20,000	D	\$ 24.9	21,051	I	by Spouse
Common Stock	02/07/2013	S ⁽⁴⁾	3,000	D	\$ 24.9	18,051	I	by Spouse
Common Stock	02/07/2013	S ⁽⁴⁾	8,571	D	\$ 24.9	9,480	I	by Spouse

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

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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)	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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 15.6	02/07/2013		M ⁽⁴⁾	3,000	01/31/2010	02/08/2015	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 15.74	02/07/2013		M ⁽⁴⁾	8,571	10/28/2010	10/28/2015	Common Stock	8
Non-Qualified Stock Option (right to buy)	\$ 18.77	02/07/2013		M ⁽⁴⁾	20,000	08/03/2009	08/03/2014	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Xiao Deming 79 GREAT OAKS BLVD SAN JOSE, CA 95119			Pres. of MPS Asia Operations	

Signatures

By: Saria Tseng For:
Deming Xiao

02/08/2013

__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 performance units (restricted stock units) originally granted on February 25, 2010. The Performance was met and the shares were released per board approval on February 5, 2013.
- (2) Equitable stock dividend adjustment approved by the Board of Director as a result of dividend Payment to shareholders on December 28, 2012. Stock dividends will release according to the same vesting schedule as the original grants.
- (3) Shares sold to pay tax obligations resulting from the release of restricted stock units.
- (4) In accordance with the reporting person's 10b5-1 trading plan.

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.