

MONOLITHIC POWER SYSTEMS INC
 Form 4
 August 13, 2008

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 *
 Hsing Michael

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)
 19850 LANARK LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/12/2008

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

SARATOGA, CA 95070
 (City) (State) (Zip)

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

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)
				(A) or (D) Code V Amount Price			
Common Stock	08/12/2008		S	2,000 D \$ 27.75	667,020	I	By Jointly w/Spouse
Common Stock	08/12/2008		S	6,000 D \$ 27.8	661,020	I	By Jointly w/Spouse
Common Stock	08/12/2008		S	5,800 D \$ 27.85	655,220	I	By Jointly w/Spouse
Common Stock	08/12/2008		S	1,000 D \$ 27.86	654,220	I	By Jointly w/Spouse
Common Stock	08/12/2008		S	100 D \$ 27.87	654,120	I	By Jointly w/Spouse

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Common Stock	08/12/2008		S	100	D	\$ 27.89	654,020	I	By Jointly w/Spouse
Common Stock	08/12/2008		S	3,404	D	\$ 27.9	650,616	I	By Jointly w/Spouse
Common Stock	08/12/2008		S	4,000	D	\$ 28	646,616	I	By Jointly w/Spouse
Common Stock	08/12/2008		S	2,000	D	\$ 28.3	644,616	I	By Jointly w/Spouse
Common Stock	08/12/2008		S	2,000	D	\$ 28.4	642,616	I	By Jointly w/Spouse
Common Stock	08/12/2008		S	3,600	D	\$ 28.5	639,016	I	By Jointly w/Spouse
Common Stock	08/12/2008		S	2,000	D	\$ 28.6	637,016	I	By Jointly w/Spouse
Common Stock	08/12/2008		S	400	D	\$ 28.77	636,616	I	By Jointly w/Spouse
Common Stock							87,144	D	
Common Stock							133,040	I	By S. Hsing 04 Trust
Common Stock							133,040	I	by M Hsing 04 Trust

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 Beneficially Owned Following Reported 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
Hsing Michael 19850 LANARK LANE SARATOGA, CA 95070	X		CEO	

Signatures

By: Adriana Chiocchi For: Michael
Hsing 08/13/2008

__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).

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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