

MONOLITHIC POWER SYSTEMS INC  
 Form 4  
 February 20, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 MCBURNIE DOUGLAS M

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/19/2014

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

79 GREAT OAKS BLVD

(Street)

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

SAN JOSE, CA 95119

(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)
Common Stock	02/19/2014		M	A	\$ 16.2 (1) 27,520	D	
Common Stock	02/19/2014		S	D	\$ 34.5475 (2) 7,520	D	
Common Stock	02/19/2014		M	A	\$ 22.01 (1) 22,520	D	
Common Stock	02/19/2014		S	D	\$ 34.5475 (2) 7,520	D	
	02/19/2014		M	A	32,520	D	

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Common Stock					\$ 19.29 <u>(1)</u>		
Common Stock	02/19/2014	S	25,000	D	\$ 34.5475 <u>(2)</u>	7,520	D
Common Stock	02/19/2014	M	705	A	\$ 22.01	8,225	D
Common Stock	02/19/2014	S	705	D	\$ 34.5475 <u>(2)</u>	7,520	D
Common Stock	02/19/2014	M	941	A	\$ 16.2	8,461	D
Common Stock	02/19/2014	S	941	D	\$ 34.5475 <u>(2)</u>	7,520	D
Common Stock	02/19/2014	M	1,176	A	\$ 19.29	8,696	D
Common Stock	02/19/2014	S	1,176	D	\$ 34.5475 <u>(2)</u>	7,520	D
Common Stock	02/19/2014	M	1,176	A	\$ 12.28	8,696	D
Common Stock	02/19/2014	S	1,176	D	\$ 34.5475 <u>(2)</u>	7,520	D
Common Stock	02/19/2014	S	4,027	D	\$ 34.5254 <u>(3)</u>	3,493	D

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 Security (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 12.28	02/19/2014	M			1,176	12/28/2012	02/18/2016	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 16.2	02/19/2014	M			941	12/28/2012	05/24/2014	Common Stock	9
Non-Qualified Stock Option (right to buy)	\$ 16.97 <sup>(1)</sup>	02/19/2014	M			20,000	05/24/2008	05/24/2014	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 19.29	02/19/2014	M			1,176	12/28/2012	02/09/2017	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 20.2 <sup>(1)</sup>	02/19/2014	M			25,000	02/02/2011	02/09/2017	Common Stock	25
Non-Qualified Stock Option (right to buy)	\$ 22.01	02/19/2014	M			705	12/28/2012	05/22/2015	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 23.05 <sup>(1)</sup>	02/19/2014	M			15,000	05/22/2009	05/22/2015	Common Stock	15

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCBURNIE DOUGLAS M 79 GREAT OAKS BLVD SAN JOSE, CA 95119		X		

## Signatures

By: Saria Tseng For: Douglas  
McBurnie  
02/20/2014

\_\_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).

On December 11, 2012, the Company's Board declared a special cash dividend of \$1.00 per common share, which was paid on December 28, 2012 to all shareholders of record as of the close of business on December 21, 2012. The Board approved a modification whereby each outstanding option as of December 28, 2012 was increased by a ratio of 1.0471 with a corresponding reduction in the exercise price.

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(2) The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$34.30 to \$34.97. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$34.51 to \$34.535. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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