

MONOLITHIC POWER SYSTEMS INC  
 Form 4  
 February 05, 2015

**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)  
 02/03/2015

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

SAN JOSE, CA 95119  
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 02/03/2015                           |  | A                              |   | 102,204 (1) \$ 0  | D  |   |
| Common Stock                    | 02/03/2015                           |  | S(2)                           |   | 2,013 \$ 47.21  | D  |   |
| Common Stock                    | 02/03/2015                           |  | S(2)                           |   | 103 \$ 47.21  | D  |   |
| Common Stock                    | 02/03/2015                           |  | A                              |   | 8,071 (3) \$ 0  | D  |   |
| Common Stock                    | 02/05/2015                           |  | S                              |   | 17,132 (2) \$ 47.7954   | D  |   |

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|              |            |                  |                      |   |            |         |   |           |
|--------------|------------|------------------|----------------------|---|------------|---------|---|-----------|
| Common Stock | 02/05/2015 | S                | 6,911 <sup>(2)</sup> | D | \$ 47.7956 | 218,269 | D |           |
| Common Stock | 02/05/2015 | S                | 820 <sup>(2)</sup>   | D | \$ 48.0202 | 217,449 | D |           |
| Common Stock | 02/03/2015 | S <sup>(2)</sup> | 7                    | D | \$ 47.21   | 1,699   | I | by Spouse |
| Common Stock | 02/03/2015 | S <sup>(2)</sup> | 120                  | D | \$ 47.21   | 1,579   | I | by Spouse |

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.**

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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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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

Xiao Deming  
79 GREAT OAKS BLVD  
SAN JOSE, CA 95119

Pres. of MPS Asia Operations

## Signatures

By: Saria Tseng For:  
Deming Xiao

02/05/2015

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 February 11, 2013, the reporting person was granted a target of 36,187 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

- (1) performance criteria for the restricted stock units had been satisfied, which resulted in 66,017 additional shares being achieved and granted to the reporting person. Of the restricted stock units that were awarded, 51,101 will vest immediately and 51,103 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.

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