

MONOLITHIC POWER SYSTEMS INC

Form 4/A

May 22, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Sciammas Maurice

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)
05/21/2008

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

VP, Sales and Marketing

SAN JOSE, CA 95120

4. If Amendment, Date Original Filed(Month/Day/Year)
05/21/2008

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/21/2008		S		4,300 D \$ 24.5	D	16,917
Common Stock	05/21/2008		S		400 D \$ 24.51	D	16,517
Common Stock	05/21/2008		S		700 D \$ 24.52	D	15,817
Common Stock	05/21/2008		S		500 D \$ 24.53	D	15,317
Common Stock	05/21/2008		S		2,900 D \$ 24.54	D	12,417

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Common Stock	05/21/2008	S	1,100	D	\$ 24.55	11,317	D
Common Stock	05/21/2008	S	2,600	D	\$ 24.56	8,717	D
Common Stock	05/21/2008	S	1,600	D	\$ 24.57	7,117	D
Common Stock	05/21/2008	S	200	D	\$ 24.58	6,917	D
Common Stock	05/21/2008	S	500	D	\$ 24.59	6,417	D
Common Stock	05/21/2008	S	200	D	\$ 24.6	6,217	D

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

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SEC 1474
(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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sciammas Maurice 6409 GUADALUPE MINES ROAD SAN JOSE, CA 95120	VP, Sales and Marketing

Signatures

By: Adriana Chiocchi For: Maurice
Sciammas

05/22/2008

__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).

Remarks:

This amendment reflects the breakdown of the sale price of the shares which was originally reported as an average. The number of shares sold is 1,000,000.

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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