MONOLITHIC POWER SYSTEMS INC

Form 4 May 22, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Expires:

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hsing Michael		ng Person *	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) 6409 GUADA	(First) LUPE MIN	(Middle) ES ROAD	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2008	X Director 10% Owner Officer (give title Other (specify below) CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
SAN JOSE, CA 95120				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secui	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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	05/22/2008		S(1)	300	D	\$ 22.78	771,697	I	By Jointly w/Spouse
Common Stock	05/22/2008		S <u>(1)</u>	140	D	\$ 22.8	771,557	I	By Jointly w/Spouse
Common Stock	05/22/2008		S <u>(1)</u>	260	D	\$ 22.81	771,297	I	By Jointly w/Spouse
Common Stock	05/22/2008		S(1)	100	D	\$ 22.82	771,197	I	By Jointly w/Spouse
Common Stock	05/22/2008		S(1)	100	D	\$ 22.84	771,097	I	By Jointly w/Spouse

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Common Stock	05/22/2008	S <u>(1)</u>	100	D	\$ 22.86	770,997	I	By Jointly w/Spouse
Common Stock	05/22/2008	S <u>(1)</u>	200	D	\$ 22.87	770,797	I	By Jointly w/Spouse
Common Stock	05/22/2008	S <u>(1)</u>	100	D	\$ 22.89	770,697	I	By Jointly w/Spouse
Common Stock	05/22/2008	S <u>(1)</u>	100	D	\$ 22.9	770,597	I	By Jointly w/Spouse
Common Stock	05/22/2008	S <u>(1)</u>	200	D	\$ 22.94	770,397	I	By Jointly w/Spouse
Common Stock	05/22/2008	S <u>(1)</u>	100	D	\$ 22.95	770,297	I	By Jointly w/Spouse
Common Stock	05/22/2008	S <u>(1)</u>	200	D	\$ 23	770,097	I	By Jointly w/Spouse
Common Stock	05/22/2008	S <u>(1)</u>	100	D	\$ 23.07	769,997	I	By Jointly w/Spouse
Common Stock	05/22/2008	S <u>(1)</u>	100	D	\$ 23.08	769,897	I	By Jointly w/Spouse
Common Stock	05/22/2008	S <u>(1)</u>	100	D	\$ 23.14	769,797	I	By Jointly w/Spouse
Common Stock	05/22/2008	S <u>(1)</u>	100	D	\$ 23.2	769,697	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.

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.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own

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Follo

Repo

Trans

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Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Hsing Michael
6409 GUADALUPE MINES ROAD X CEO
SAN JOSE, CA 95120

Signatures

By: Adriana Chiocchi For: Michael Hsing 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).
- (1) 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.

Reporting Owners 3