MONOLITHIC POWER SYSTEMS INC

Form 4 July 01, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287

0.5

Expires: January 31, 2005

OMB APPROVAL

Estimated average burden hours per response...

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Zhou Jeff

(Print or Type Responses)

1. Name and Address of Reporting Person *

| | | | MONOLITHIC NC [MPWR] | POWER | SYS | TEMS | (Check all applicable) | | | | |
|--------------------------------------|---|---|---|--|-----------|--|--|---|--|--|--|
| (Last) 79 GREAT | (First) (| (1 | 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2014 | | | _ | _X Director Officer (give ti elow) | itle 10% Owner Other (specify below) | | | |
| SAN JOSE | (Street) E, CA 95119 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | A | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Table I - Non- | -Derivative | Secu | | cquired, Disposed of, or Beneficially Owned | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Dany (Month/Day/ | Date, if Transacti Code | ransaction Disposed of (D) ode (Instr. 3, 4 and 5) | | Securities Ownership Inc Beneficially Form: Be Owned Direct (D) Ox | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | (msu. +) | | | |
| Common Stock | 06/30/2014 | | M | 19,000 | A | \$ 19.29 (1) | 33,782 | D | | | |
| Common Stock | 06/30/2014 | | M | 1,882 | A | \$ 19.29 | 35,664 | D | | | |
| Common Stock | 06/30/2014 | | S(2) | 5,000 | D | \$ 42.4917 (3) | 30,664 | D | | | |
| Common Stock | 06/30/2014 | | S(2) | 5,000 | D | \$ 42.4868 (4) | 25,664 | D | | | |
| | 06/30/2014 | | S(2) | 5,000 | D | | 20,664 | D | | | |

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| Common Stock | | | | | \$ 42.479 (5) | |
|-----------------|------------|------|-------|---|-------------------------|---|
| Common Stock | 06/30/2014 | S(2) | 5,882 | D | \$ 42.475 (5) 14,782 | D |

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.

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. Transactio Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amor Underlying Secur (Instr. 3 and 4) | |
|---|---|---|---|--|---|--|--------------------|---|------------------------|
| | | | | Code V | ŕ | Date Exercisable | Expiration Date | Title | Am or Nu of S |
| Non-Qualified Stock Option (right to buy) | \$ 19.29 | 06/30/2014 | | M | 1,882 | 12/28/2012 | 02/09/2017 | Common Stock | 1, |
| Non-Qualified Stock Option (right to buy) | \$ 20.2 (1) | 06/30/2014 | | M | 19,000 | 02/02/2011 | 02/09/2017 | Common Stock | 19 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Zhou Jeff | | | | | | | |
| 79 GREAT OAKS BLVD | X | | | | | | |
| SAN JOSE, CA 95119 | | | | | | | |
| Signatures | | | | | | | |
| Ry: Saria Tseng For: Jeff | | | | | | | |

Zhou 07/01/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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 (1) 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.
- (2) In accordance with the reporting person's 10b5-1 trading plan.
- The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line (3) range from \$42.09 to \$42.74. 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.
- The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line (4) range from \$42.08 to \$42.75. 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.
- The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line (5) range from \$42.08 to \$42.72. 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. 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.