

MONOLITHIC POWER SYSTEMS INC
 Form 4
 November 21, 2014

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)
 12/14/2013

____ 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/22/2014 ⁽¹⁾		M ⁽¹⁾		43,200 ⁽¹⁾	A	\$ 0 123,222 D
Common Stock	10/21/2014 ⁽²⁾		M ⁽²⁾		43,200 ⁽²⁾	A	\$ 0 144,767 D
Common Stock	11/21/2014		S ⁽³⁾		5,031	D	\$ 46.8 ⁽⁴⁾ 134,153 D
Common Stock							2,039 I by Spouse

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 Security (Instr. 3 and 4)	Am Num Sha
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Performance Shares ⁽⁵⁾	<u>(6)</u>	12/14/2013		<u>A</u> ⁽⁷⁾	216,000 <u>(5)</u>	<u>(6)</u> <u>(6)</u>	Common Stock	21
Performance Shares	<u>(6)</u>	07/22/2014 ⁽¹⁾		<u>M</u> ⁽¹⁾	43,200 <u>(1)</u>	<u>(6)</u> <u>(6)</u>	Common Stock	43
Performance Shares	<u>(6)</u>	10/21/2014 ⁽²⁾		<u>M</u> ⁽²⁾	43,200 <u>(2)</u>	<u>(6)</u> <u>(6)</u>	Common Stock	43

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
Date: 11/21/2014

**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).

(1) Each performance share represents a contingent right to receive a restricted stock unit upon MPWR's common stock achieving a 20-day average closing price of \$40.00 per share from January 1, 2014 through December 31, 2018 (the "Performance Period"). Credited performance units are still subject to an additional, quarterly, five-year time-based vesting schedule beginning January 1, 2019, subject to acceleration under certain circumstances.

(2) Each performance share represents a contingent right to receive a restricted stock unit upon MPWR's common stock achieving a 20-day average closing price of \$43.00 per share from January 1, 2014 through December 31, 2018 (the "Performance Period"). Credited performance units are still subject to an additional, quarterly, five-year time-based vesting schedule beginning January 1, 2019, subject to acceleration under certain circumstances.

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- (3) Transaction was executed during an authorized trading window in compliance with the Company's Insider Trading Compliance Program.

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 \$46.80 to \$46.802. 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.

- (5) The reporting person was granted 43,200 performance units on December 14, 2013. Each performance unit vests as stated: one share of MPWR common stock will be credited for each performance unit if the price of MPWR common stock achieves a 20-day average closing price of \$40.00 per share from January 1, 2014 through December 31, 2018 (the "Performance Period"), and up to four additional shares will be credited for each performance unit if the 20-day average closing price reaches \$43.00, \$47.00, \$52.00, and \$56.00 (one share per price level) during the Performance Period. Credited performance units are subject to an additional, five-year, quarterly, time-based vesting schedule beginning January 1, 2019, subject to acceleration under certain circumstances. The derivative securities reported in columns 5 and 9 reflect the maximum payout achievable. If the Company does not achieve a price threshold within the Performance Period, 1/5 of the reported derivative securities will be forfeited.

- (6) Each performance unit will vest as follows: one share of MPWR common stock will be credited for each performance unit if the price of MPWR common stock achieves a 20-day average closing price of \$40.00 per share from January 1, 2014 through December 31, 2018 (the "Performance Period"), and up to four additional shares will be credited for each performance unit if the 20-day average closing price reaches \$43.00, \$47.00, \$52.00 and \$56.00 (that is, one share per price level) during the Performance Period. Credited performance units are then subject to an additional, quarterly, five-year time-based vesting schedule beginning January 1, 2019, subject to acceleration under certain circumstances.

- (7) No new grants are being reported by this amendment. This amendment merely increases the number of derivative securities originally reported in column 5 and 9 of Table II of the Form 4 filed with the SEC on December 18, 2013 to match the number of shares underlying the derivative security originally reported in column 7 of Table II. These changes are needed to allow the Company to utilize its existing Section 16 filing program to report the vesting of the performance units when the different price thresholds are achieved. The Company's existing filing program does not allow for the reporting of vesting of performance units that entitle a grantee to a potential payout under those units greater than 1x.

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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