

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hsing Michael</u>			2. Issuer Name and Ticker or Trading Symbol <u>MONOLITHIC POWER SYSTEMS INC</u> [ MPWR ]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/06/2015</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>79 GREAT OAKS BLVD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN JOSE CA 95119</u>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/06/2015		M <sup>(1)</sup>		54,515	A	\$15.03	1,157,147	D	
Common Stock	04/06/2015		S <sup>(1)</sup>		36,443	D	\$52 <sup>(2)</sup>	1,120,704	D	
Common Stock	04/07/2015		M <sup>(1)</sup>		48,332	A	\$15.03	1,169,036	D	
Common Stock	04/07/2015		S <sup>(1)</sup>		32,310	D	\$52.0704 <sup>(3)</sup>	1,136,726	D	
Common Stock	04/08/2015		M <sup>(1)</sup>		5,462	A	\$15.03	1,142,188	D	
Common Stock	04/08/2015		S <sup>(1)</sup>		3,651	D	\$52.009 <sup>(4)</sup>	1,138,537	D	
Common Stock								29,000	I	Hsing Fam Foundation
Common Stock								133,040	I	by M Hsing 04 Trust

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$15.03	04/06/2015		M <sup>(1)</sup>			54,515	10/28/2010 <sup>(5)</sup>	10/28/2015	Common Stock	54,515	\$0.00	64,301	D	
Non-Qualified Stock Option (right to buy)	\$15.03	04/07/2015		M <sup>(1)</sup>			48,332	10/28/2010 <sup>(5)</sup>	10/28/2015	Common Stock	48,332	\$0.00	15,969	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$15.03	04/08/2015		M <sup>(1)</sup>			5,462	10/28/2010 <sup>(5)</sup>	10/28/2015	Common Stock	5,462	\$0.00	10,507	D	

**Explanation of Responses:**

- 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 range from \$52.00 to \$52.01. 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 range from \$52.00 to \$52.255. 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 range from \$52.00 to \$52.10. 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.
- Original option grant was for 300,000 shares. Fifty percent (50%) of the Shares subject to the Option shall vest twenty-four (24) months after the Vesting Commencement Date, and 1/48 of the Shares subject to the Option shall vest monthly thereafter on the same day of the month as the Vesting Commencement Date, subject to the Optionee continuing to be a Service Provider on such dates. All outstanding options have fully vested.

**Remarks:**

/s/ Meera Rao For: Michael Hsing      04/08/2015

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**