

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0287

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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**

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

<b>1. Name and Address of Reporting Person*</b> <u>Moyer James C</u>  (Last) (First) (Middle) <u>6409 GUADALUPE MINES ROAD</u>  (Street) <u>SAN JOSE CA 95120</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>MONOLITHIC POWER SYSTEMS INC</u> <u>[ MPWR ]</u>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/10/2008</u>  <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief IC Design Engineer</u>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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**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	06/10/2008		S <sup>(1)</sup>		100	D	\$23.5	113,610	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		100	D	\$23.57	113,510	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		100	D	\$23.62	113,410	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		100	D	\$23.63	113,310	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		200	D	\$23.64	113,110	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		200	D	\$23.65	112,910	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		200	D	\$23.67	112,710	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		100	D	\$23.68	112,610	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		300	D	\$23.72	112,310	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		100	D	\$23.73	112,210	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		200	D	\$23.74	112,010	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		200	D	\$23.75	111,810	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		100	D	\$23.86	111,710	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		100	D	\$23.91	111,610	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		100	D	\$23.97	111,510	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		200	D	\$24	111,310	I	by Moyer Family Trust

**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	06/10/2008		S <sup>(1)</sup>		100	D	\$24.01	111,210	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		100	D	\$24.02	111,110	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		100	D	\$24.04	111,010	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		100	D	\$24.08	110,910	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		100	D	\$24.12	110,810	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		100	D	\$24.13	110,710	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		200	D	\$24.16	110,510	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		200	D	\$24.22	110,310	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		900	D	\$24.23	109,410	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		500	D	\$24.24	108,910	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		1,300	D	\$24.25	107,610	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		600	D	\$24.26	107,010	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		200	D	\$24.27	106,810	I	by Moyer Family Trust
Common Stock	06/10/2008		S <sup>(1)</sup>		400	D	\$24.28	106,410	I	by Moyer Family 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		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number of Shares				

**Explanation of Responses:**

1. In accordance with the reporting person's 10b5-1 trading plan.

By: Adriana Chiocchi For: 06/11/2008  
James Moyer

\*\* 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.

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