

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

Washington, D.C. 20549

**OMB APPROVAL**

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Estimated average burden

hours per response: 0.5

☐ 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>Hsing Michael</u>  (Last) (First) (Middle) <u>19850 LANARK LANE</u>  (Street) <u>SARATOGA CA 95070</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>MONOLITHIC POWER SYSTEMS INC</u> <u>[ MPWR ]</u>	<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) <p style="text-align: center;"><b>CEO</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>08/05/2008</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<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

**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	08/05/2008		S		40	D	\$24.5	813,857	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		160	D	\$24.63	813,697	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		158	D	\$24.8	813,539	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		100	D	\$24.83	813,439	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		100	D	\$24.87	813,339	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		500	D	\$24.88	812,839	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		300	D	\$24.9	812,539	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		1,900	D	\$24.91	810,639	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		5,229	D	\$24.92	805,410	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		1,371	D	\$24.925	804,039	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		1,400	D	\$24.93	802,639	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		3,150	D	\$24.94	799,489	I	By Jointly w/Spouse

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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	08/05/2008		S		800	D	\$24.945	798,689	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		1,514	D	\$24.95	797,175	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		1,169	D	\$24.96	796,006	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		1,400	D	\$24.97	794,606	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		20,400	D	\$25	774,206	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		900	D	\$25.01	773,306	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		1,400	D	\$25.02	771,906	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		600	D	\$25.03	771,306	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		350	D	\$25.04	770,956	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		100	D	\$25.05	770,856	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		1,000	D	\$25.1	769,856	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		1,000	D	\$25.17	768,856	I	By Jointly w/Spouse
Common Stock	08/05/2008		S		1,000	D	\$25.2	767,856	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

**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				

Explanation of Responses:

By: [Adriana Chiocchi For](#)      [08/05/2008](#)  
[Michael Hsing](#)

\*\* 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.**