

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

Washington, D.C. 20549

**OMB APPROVAL**

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**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>08/13/2008</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	08/13/2008		s <sup>(1)</sup>		150	D	\$24.44	23,560	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		200	D	\$24.66	23,360	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		100	D	\$24.71	23,260	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		100	D	\$25.15	23,160	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		100	D	\$25.17	23,060	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		100	D	\$25.26	22,960	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		100	D	\$25.4	22,860	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		100	D	\$25.48	22,760	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		200	D	\$25.49	22,560	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		300	D	\$25.51	22,260	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		100	D	\$25.52	22,160	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		100	D	\$25.53	22,060	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		100	D	\$25.56	21,960	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		100	D	\$25.565	21,860	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		100	D	\$25.575	21,760	I	by Moyer Family Trust
Common Stock	08/13/2008		s <sup>(1)</sup>		200	D	\$25.58	21,560	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	08/13/2008		S <sup>(1)</sup>		100	D	\$25.585	21,460	I	by Moyer FamilyTrust	
Common Stock	08/13/2008		S <sup>(1)</sup>		100	D	\$25.6	21,360	I	by Moyer FamilyTrust	
Common Stock	08/13/2008		S <sup>(1)</sup>		200	D	\$25.61	21,160	I	by Moyer FamilyTrust	
Common Stock	08/13/2008		S <sup>(1)</sup>		100	D	\$25.62	21,060	I	by Moyer FamilyTrust	
Common Stock	08/13/2008		S <sup>(1)</sup>		200	D	\$25.625	20,860	I	by Moyer FamilyTrust	
Common Stock	08/13/2008		S <sup>(1)</sup>		200	D	\$25.63	20,660	I	by Moyer FamilyTrust	
Common Stock	08/13/2008		S <sup>(1)</sup>		200	D	\$25.635	20,460	I	by Moyer FamilyTrust	
Common Stock	08/13/2008		S <sup>(1)</sup>		300	D	\$25.64	20,160	I	by Moyer FamilyTrust	
Common Stock	08/13/2008		S <sup>(1)</sup>		100	D	\$25.645	20,060	I	by Moyer FamilyTrust	
Common Stock	08/13/2008		S <sup>(1)</sup>		200	D	\$25.655	19,860	I	by Moyer FamilyTrust	
Common Stock	08/13/2008		S <sup>(1)</sup>		300	D	\$25.68	19,560	I	by Moyer FamilyTrust	
Common Stock	08/13/2008		S <sup>(1)</sup>		200	D	\$25.69	19,360	I	by Moyer FamilyTrust	
Common Stock	08/13/2008		S <sup>(1)</sup>		200	D	\$25.7	19,160	I	by Moyer FamilyTrust	
Common Stock	08/13/2008		S <sup>(1)</sup>		100	D	\$25.725	19,060	I	by Moyer FamilyTrust	

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					

**Explanation of Responses:**

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

By: Adriana Chiocchi For: 08/14/2008  
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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