SEC Form 4

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## 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** * <br> **Ueunten Paul** <br> (Last) (First) (Middle) <br> **6409 GUADALUPE MINES ROAD** <br> (Street) <br> **SAN JOSE CA 95120** <br> (City) (State) (Zip) | **2. Issuer Name and Ticker or Trading Symbol** <br> **MONOLITHIC POWER SYSTEMS INC** [ **MPWR** ] <br><br> **3. Date of Earliest Transaction (Month/Day/Year)** <br> 08/25/2011 <br><br> **4. If Amendment, Date of Original Filed (Month/Day/Year)** | **5. Relationship of Reporting Person(s) to Issuer** (Check all applicable) <br> ☐ Director ☐ 10% Owner <br> X Officer (give title below) ☐ Other (specify below) <br> Sr. V.P. Design Engineering <br><br> **6. Individual or Joint/Group Filing (Check Applicable Line)** <br> X Form filed by One Reporting Person <br> ☐ 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) Code | V | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount | (A) or (D) | Price | 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 08/15/2011 | | J | V | 438[1] | A | $10.6505 | 123,767 | D | |
| Common Stock | 08/25/2011 | | M[2] | | 13,000 | A | $1.2 | 136,767 | D | |
| Common Stock | 08/25/2011 | | S[2] | | 13,000 | D | $12.34 | 123,767 | D | |
| Common Stock | | | | | | | | 153,556 | I | Ueunten Trust I |
| Common Stock | | | | | | | | 113,900 | I | Ueunten Trust II |
| Common Stock | | | | | | | | 26,000 | I | Ueunten Trust III |
| Common Stock | | | | | | | | 26,000 | I | Ueunten Trust IV |

### 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) Code | V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) | (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable | Expiration Date | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title | Amount or Number of Shares | 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) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Incentive Stock Option (right to buy) | $1.2 | 08/25/2011 | | M[2] | | | 13,000 | 09/10/2004 | 09/11/2013 | Common Stock | 13,000 | $0 | 14,000 | D | |

**Explanation of Responses:**

1. Acquired through the Company's qualified ESPP program.
2. In accordance with the reporting person's 10b5-1 trading plan.

By: Meera Rao For: Paul Ueunten          08/25/2011

** 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.**