

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

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>CHANG KUO WEI HERBERT</u>			<u>MONOLITHIC POWER SYSTEMS INC</u>		<input checked="" type="checkbox"/> Director 10% Owner	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Officer (give title below) Other (specify below)	
<u>79 GREAT OAKS BLVD</u>			<u>02/27/2013</u>			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<u>SAN JOSE CA 95119</u>					<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City)	(State)	(Zip)			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	02/27/2013		M		2,000	A	\$19.29	93,262	D	
Common Stock	02/27/2013		S		2,000	D	\$24.9	91,262	D	
Common Stock	02/27/2013		M		500	A	\$22.01	91,762	D	
Common Stock	02/27/2013		S		500	D	\$24.9	91,262	D	
Common Stock	02/27/2013		M		5,000	A	\$22.01	96,262	D	
Common Stock	02/27/2013		S		5,000	D	\$24.8	91,262	D	
Common Stock	02/28/2013		M		2,799	A	\$22.01	94,061	D	
Common Stock	02/28/2013		S		2,799	D	\$24.8	91,262	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$19.29	02/27/2013		M		2,000	02/09/2011	02/09/2017	Common Stock	2,000	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$19.29	02/28/2013		A		94 ⁽¹⁾	02/28/2013	02/09/2017	Common Stock	94	\$19.29	94	D	
Non-Qualified Stock Option (right to buy)	\$22.01	02/27/2013		M		500	05/22/2009	05/22/2015	Common Stock	500	\$0.0	14,500	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)	\$22.01	02/27/2013		M			5,000	05/22/2009	05/22/2015	Common Stock	5,000	\$0.0	9,500	D	
Non-Qualified Stock Option (right to buy)	\$22.01	02/28/2013		M			2,799	05/22/2009	05/22/2015	Common Stock	2,799	\$0.0	6,701	D	
Non-Qualified Stock Option (right to buy)	\$22.01	02/28/2013		A		705 ⁽¹⁾		02/28/2013	05/22/2015	Common Stock	705	\$22.01	7,406	D	

Explanation of Responses:

1. Equitable stock dividend adjustment approved by the Board of Director as a result of dividend Payment to shareholders on December 28, 2012. Stock will vest according to the same vesting schedule as the original grants.

By: Saria Tseng For: Herbert Chang 03/01/2013

** 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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