

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

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0287

Estimated average burden

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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)	
Lee Victor K			MONOLITHIC POWER SYSTEMS INC		<input checked="" type="checkbox"/> Director 10% Owner	
(Last) (First) (Middle)			[ MPWR ]		Officer (give title below) Other (specify below)	
79 GREAT OAKS BLVD			3. Date of Earliest Transaction (Month/Day/Year)			
			02/28/2013			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SAN JOSE CA 95119					<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	02/28/2013		M		5,000	A	\$9.24	19,589	D	
Common Stock	02/28/2013		S		5,000	D	\$24.75	14,589	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)	\$9.24	02/28/2013		M			5,000	02/28/2013	09/14/2013	Common Stock	5,000	\$0.0	10,000	D	
Non-Qualified Stock Option (right to buy)	\$9.24	02/28/2013		A		705 <sup>(1)</sup>		12/28/2012	09/14/2013	Common Stock	705	\$9.24	10,705	D	
Non-Qualified Stock Option (right to buy)	\$12.28	02/28/2013		A		1,176 <sup>(1)</sup>		12/28/2012	02/18/2017	Common Stock	1,176	\$12.28	1,176	D	
Non-Qualified Stock Option (right to buy)	\$16.2	02/28/2013		A		705 <sup>(1)</sup>		12/28/2012	05/24/2014	Common Stock	705	\$16.2	705	D	
Non-Qualified Stock Option (right to buy)	\$19.29	02/28/2013		A		1,176 <sup>(1)</sup>		12/28/2012	02/02/2017	Common Stock	1,176	\$19.29	1,176	D	
Non-Qualified Stock Option (right to buy)	\$22.01	02/28/2013		A		705 <sup>(1)</sup>		12/28/2012	05/22/2015	Common Stock	705	\$22.01	705	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: Victor  
Lee 03/04/2013

\*\* 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.

**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.**