

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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

|                                          |                                                          |                                                                         |
|------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------|
| 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>Sciammas Maurice</u>                  | <u>MONOLITHIC POWER SYSTEMS INC</u>                      |                                                                         |
| (Last) (First) (Middle)                  | [ MPWR ]                                                 | Director 10% Owner                                                      |
| 4040 LAKE WASHINGTON BLVD. NE, SUITE 201 | 3. Date of Earliest Transaction (Month/Day/Year)         | X Officer (give title below) Other (specify below)                      |
| (Street)                                 | 04/23/2019                                               | Sr. V.P.of Sales and Marketing                                          |
| KIRKLAND WA 98033                        | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line)             |
| (City) (State) (Zip)                     |                                                          | X 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 04/23/2019 <sup>(1)</sup>            |                                                    | M <sup>(1)</sup>               | 9,600 <sup>(1)</sup>                                              | 437,288                                                                                       | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 2,000                                                                                         | I                                                        | by Family 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                                                                                      | Date Exercisable                                         | Expiration Date                                                                   | Amount or Number of Shares                 |                                                                                                    |                                                           |                                                        |
| Restricted Stock Units                     | (1)                                                    | 04/23/2019                           |                                                    | M <sup>(1)</sup>               |                                                                                        | 9,600                                                    | (1) (1)                                                                           | Common Stock 9,600                         | \$0.0                                                                                              | 38,400                                                    | D                                                      |

Explanation of Responses:

1. On October 25, 2018, the reporting person was granted a target number of 9,600 performance units and can earn up to a maximum of 48,000 performance units subject to satisfaction of five stock price targets ranging from \$140 to \$172 over the performance periods from October 25, 2018 to December 31, 2023, as determined by the Compensation Committee of the Company. All performance units are subject to time based vesting and require service through January 1, 2024 or an earlier change in control. Once vested, performance units convert into shares of common stock on a 1-for-1 basis and one-third of the resulting shares have no sales restrictions and are sellable on January 1, 2024, one-third of the shares have sales restrictions until January 1, 2025 and one-third have sales restrictions until January 1, 2026. On April 23, 2019, the first price target had been met and approved by the Compensation Committee, which resulted in 9,600 units being credited, subject to time based vesting above.

By: Saria Tseng For: Maurice Sciammas 07/03/2019

\*\* 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.