

**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**

**OMB APPROVAL**

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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 Tseng, Saria			2. Issuer Name and Ticker or Trading Symbol Monolithic Power Systems, Inc. [MPWR]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP & General Counsel	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2020			
5808 Lake Washington Blvd NE						
(Street) Kirkland WA 98033			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(City)	(State)	(Zip)				

**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	02/04/2020 <sup>(1)</sup>		M <sup>(1)</sup>		19,200 <sup>(1)</sup>	A	0	287,924	D	
Common Stock	02/04/2020		A		74,894 <sup>(2)</sup>	A	\$30	362,818	D	
Common Stock	02/06/2020		S <sup>(3)</sup>		18,355	D	\$183.7522	344,463	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 of Derivative Security: 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
Restricted Stock Units	(1)	02/04/2020		M	(1)			19,200	(1)	(1)	Common Stock	19,200	0	0	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 Board's Compensation Committee. 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 February 4, 2020, the fourth and fifth price targets had been met and approved by the Compensation Committee, which resulted in 19,200 units being credited, subject to time based vesting
- (2) On February 7, 2018, the reporting person was granted a target of 25,245 shares of restricted stock units, with the right to earn up to 300% of the target shares, subject to satisfaction of pre-determined, performance-based vesting criteria. On February 4, 2020, the Company's Compensation Committee of the Board of Directors determined and approved the achievement of the performance criteria for the restricted stock units, which resulted in 49,649 additional shares being earned by the reporting person. Of the restricted stock units that were awarded, 37,448 will vest immediately and 37,446 will vest quarterly in the next two years.
- (3) The reported sales were to cover taxes upon the vesting of restricted stock units, as required by the Company's equity incentive plans.

**Signatures**

/s/ Saria Tseng \_\_\_\_\_ 02/06/2020  
 \*\*Signature of Reporting Person Date

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tseng, Saria 5808 Lake Washington Blvd NE Kirkland WA 98033			VP & General Counsel	

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.

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**