Hsing Michael Form 4 February 03, 2011

## FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hsing Michael			2. Issuer Name <b>and</b> Ticker or Trading Symbol MONOLITHIC POWER SYSTEMS INC [MPWR]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
	(Last)	(First) (N	Middle)	3. Date of	Earlies	t Tra	nsaction			_X_ Director		6 Owner
6409 GUADALUPE MINES ROAD			(Month/Day/Year) 02/03/2011						_X_ Officer (give below)	below) CEO	er (specify	
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	SAN JOSE,	CA 95120		Filed(Mon	th/Day/Y	(ear)				Applicable Line) _X_ Form filed by 0 Form filed by N Person	One Reporting Podore than One R	
	(City)	(State)	(Zip)	Tabl	e I - No	n-De	rivative	Secur	ities Acq	uired, Disposed o	f, or Beneficia	lly Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Execution any (Month/E	n Date, if	Code (Instr.	ction (8)	4. Securit (A) or Di (Instr. 3,	sposed	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								C			

		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(msu. 1)
Common Stock	02/03/2011	S	578 <u>(1)</u>	D	\$ 14.73	283,975	D	
Common Stock						498,566	I	By Jointly w/Spouse
Common Stock						133,040	I	By S. Hsing 04 Trust
Common Stock						133,040	I	by M Hsing 04 Trust

#### Edgar Filing: Hsing Michael - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene

Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Titla			
						Exercisable Date					
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of Shares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
Hsing Michael								
6409 GUADALUPE MINES ROAD	X		CEO					
SAN JOSE, CA 95120								

#### **Signatures**

By: Saria Tseng For: Michael 02/03/2011 Hsing

\*\*Signature of Reporting Person Date

#### **Explanation of Responses:**

- 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).
- (1) Shares sold to pay tax obligations resulting from the vesting of restricted stock units.

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 number.

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