#### MONOLITHIC POWER SYSTEMS INC

Form 4 May 27, 2008

### FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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Form 4 or Form 5 obligations may continue.

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

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*See* Instruction 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 | 5. Relationship of Reporting Person(s) to Issuer   |  |  |
|---|----------|----------|--|--|--|--|
|   |          |          | MONOLITHIC POWER SYSTEMS INC [MPWR]                | (Check all applicable)   |  |  |
| (Last)  | (First)  | (Middle) | 3. Date of Earliest Transaction                    | _X_ Director10% Owner  |  |  |
| 6409 GUADALUPE MINES ROAD                               |          | ES ROAD  | (Month/Day/Year)<br>05/23/2008                     | _X_ Officer (give title Other (specify below) CEO  |  |  |
|   | (Street) |          | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check  |  |  |
| SAN JOSE, CA 95120                                      |          |          | Filed(Month/Day/Year)                              | Applicable Line) _X_ Form filed by One Reporting Person 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year)  | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. 4. Securit<br>Transaction(A) or Di<br>Code (Instr. 3,<br>(Instr. 8) |     | (A) or |             | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock                      | 05/23/2008   |   | $S_{\underline{(1)}}$  | 400 | D      | \$ 23       | 762,797  | I  | By Jointly w/Spouse   |  |
| Common<br>Stock                      | 05/23/2008   |   | S <u>(1)</u>   | 100 | D      | \$<br>23.01 | 762,697  | I  | By Jointly w/Spouse   |  |
| Common<br>Stock                      | 05/23/2008   |   | S <u>(1)</u>   | 200 | D      | \$<br>23.02 | 762,497  | I  | By Jointly w/Spouse   |  |
| Common<br>Stock                      | 05/23/2008   |   | S <u>(1)</u>   | 200 | D      | \$<br>23.03 | 762,297  | I  | By Jointly w/Spouse   |  |
| Common<br>Stock                      | 05/23/2008   |   | S(1)   | 200 | D      | \$<br>23.04 | 762,097  | I  | By Jointly w/Spouse   |  |

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| Common<br>Stock | 05/23/2008 | S <u>(1)</u> | 200 | D | \$<br>23.05 | 761,897 | I | By Jointly w/Spouse        |
|-----------------|------------|--------------|-----|---|-------------|---------|---|----------------------------|
| Common<br>Stock | 05/23/2008 | S <u>(1)</u> | 100 | D | \$<br>23.06 | 761,797 | I | By Jointly w/Spouse        |
| Common<br>Stock | 05/23/2008 | S <u>(1)</u> | 100 | D | \$<br>23.08 | 761,697 | I | By Jointly w/Spouse        |
| Common<br>Stock | 05/23/2008 | S(1)         | 300 | D | \$<br>23.09 | 761,397 | I | By Jointly w/Spouse        |
| Common<br>Stock | 05/23/2008 | S(1)         | 100 | D | \$ 23.1     | 761,297 | I | By Jointly w/Spouse        |
| Common<br>Stock | 05/23/2008 | S(1)         | 100 | D | \$<br>23.12 | 761,197 | I | By Jointly w/Spouse        |
| Common<br>Stock | 05/23/2008 | S(1)         | 100 | D | \$<br>23.15 | 761,097 | I | By Jointly w/Spouse        |
| Common<br>Stock | 05/23/2008 | S(1)         | 100 | D | \$<br>23.16 | 760,997 | I | By Jointly w/Spouse        |
| Common<br>Stock | 05/23/2008 | S(1)         | 100 | D | \$ 23.2     | 760,897 | I | By Jointly w/Spouse        |
| Common<br>Stock |            |              |     |   |             | 87,144  | D |                            |
| Common<br>Stock |            |              |     |   |             | 133,040 | I | By S.<br>Hsing 04<br>Trust |
| Common<br>Stock |            |              |     |   |             | 133,040 | I | by M<br>Hsing 04<br>Trust  |

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

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SEC 1474 (9-02)

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 Exercisable and | 7. Title and     | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------|------------|-------------------------|------------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | onNumber   | Expiration Date         | Amount of        | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code        | of         | (Month/Day/Year)        | Underlying       | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)  | Derivativ  | e                       | Securities       | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |             | Securities | S                       | (Instr. 3 and 4) |             | Owne   |
|             | Security    |                     |                    |             | Acquired   |                         |                  |             | Follo  |
|             |             |                     |                    |             | (A) or     |                         |                  |             | Repo   |
|             |             |                     |                    |             | Disposed   |                         |                  |             | Trans  |
|             |             |                     |                    |             | of (D)     |                         |                  |             | (Instr |
|             |             |                     |                    |             | (Instr. 3, |                         |                  |             |        |
|             |             |                     |                    |             | 4, and 5)  |                         |                  |             |        |

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Date Expiration Or Number Of Shares

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Hsing Michael
6409 GUADALUPE MINES ROAD X CEO

SAN JOSE, CA 95120

### **Signatures**

By: Adriana Chiocchi For: Michael U5/27/2008

\*\*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) In accordance with the reporting person's 10b5-1 trading plan.

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