MONOLITHIC POWER SYSTEMS INC

Form 4

August 21, 2008

FORM 4

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

OMB

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Moyer James C Issuer Symbol MONOLITHIC POWER SYSTEMS (Check all applicable) INC [MPWR] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 6409 GUADALUPE MINES ROAD 08/21/2008 Chief IC Design Engineer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

Stock

SAN JOSE	Form filed by More than One Reportin Person						Reporting			
(City)	(State)	(Zip) Tak	ole I - Non-	Derivativ	e Seci	urities Acq	uired, 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. Securi on(A) or Do (Instr. 3,	ispose	d of (D)	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	08/21/2008		S(1)	200	D	\$ 23.04	6,149	I	by Moyer FamilyTrust	
Common Stock	08/21/2008		S(1)	100	D	\$ 23.045	6,049	I	by Moyer FamilyTrust	
Common Stock	08/21/2008		S <u>(1)</u>	400	D	\$ 23.05	5,649	I	by Moyer FamilyTrust	
Common Stock	08/21/2008		S <u>(1)</u>	200	D	\$ 23.055	5,449	I	by Moyer FamilyTrust	
Common	08/21/2008		S <u>(1)</u>	139	D	\$ 23.06	5,310	I	by Moyer	

FamilyTrust

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Common Stock	08/21/2008	S <u>(1)</u>	200	D	\$ 23.065	5,110	I	by Moyer FamilyTrust
Common Stock	08/21/2008	S <u>(1)</u>	100	D	\$ 23.07	5,010	I	by Moyer FamilyTrust
Common Stock	08/21/2008	S <u>(1)</u>	200	D	\$ 23.08	4,810	I	by Moyer FamilyTrust
Common Stock	08/21/2008	S <u>(1)</u>	100	D	\$ 23.09	4,710	I	by Moyer FamilyTrust
Common Stock	08/21/2008	S <u>(1)</u>	100	D	\$ 23.1	4,610	I	by Moyer FamilyTrust
Common Stock	08/21/2008	S <u>(1)</u>	100	D	\$ 23.115	4,510	I	by Moyer FamilyTrust
Common Stock	08/21/2008	S <u>(1)</u>	100	D	\$ 23.12	4,410	I	by Moyer FamilyTrust
Common Stock	08/21/2008	S <u>(1)</u>	200	D	\$ 23.125	4,210	I	by Moyer FamilyTrust
Common Stock	08/21/2008	S <u>(1)</u>	100	D	\$ 23.14	4,110	I	by Moyer FamilyTrust
Common Stock	08/21/2008	S <u>(1)</u>	100	D	\$ 23.16	4,010	I	by Moyer FamilyTrust
Common Stock	08/21/2008	S <u>(1)</u>	100	D	\$ 23.17	3,910	I	by Moyer FamilyTrust
Common Stock	08/21/2008	S <u>(1)</u>	100	D	\$ 23.32	3,810	I	by Moyer FamilyTrust
Common Stock	08/21/2008	S <u>(1)</u>	100	D	\$ 23.33	3,710	I	by Moyer FamilyTrust
Common Stock						890,569	D	
Common Stock						518,504	I	By Jointly w/Spouse

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)

Γitle of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
rivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
curity	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
str. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Bene
1	rivative urity	rivative Conversion urity or Exercise	rivative Conversion (Month/Day/Year) urity or Exercise	rivative Conversion (Month/Day/Year) Execution Date, if urity or Exercise any	rivative Conversion (Month/Day/Year) Execution Date, if Transaction urity or Exercise any Code	rivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber urity or Exercise any Code of	rivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date urity or Exercise any Code of (Month/Day/Year)	rivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of urity or Exercise any Code of (Month/Day/Year) Underlying	rivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of Derivative urity or Exercise any Code of (Month/Day/Year) Underlying Security

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Own

Follo

Repo

Trans

(Insti

Shares

Moyer James C

6409 GUADALUPE MINES ROAD X Chief IC Design Engineer

SAN JOSE, CA 95120

Signatures

By: Rick Neely For: James 08/21/2008

Moyer

**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.

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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