Neely Rick Form 4 July 08, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31,

2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES 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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Neely Rick Issuer Symbol MONOLITHIC POWER SYSTEMS (Check all applicable) INC [MPWR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 6409 GUADALUPE MINES ROAD 07/08/2010 Sr. VP and CFO (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 Form filed by More than One Reporting SAN JOSE, CA 95120 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

. •	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Demendany Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	07/08/2010		M <u>(1)</u>	1,700	A	\$ 11.85	33,575	D		
Common Stock	07/08/2010		S <u>(1)</u>	300	D	\$ 18.5	33,275	D		
Common Stock	07/08/2010		S(1)	1,300	D	\$ 18.51	31,975	D		
Common Stock	07/08/2010		S(1)	100	D	\$ 18.52	31,875	D		

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

Edgar Filing: Neely Rick - Form 4

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 control number.

5. Number

6. Date Exercisable and

SEC 1474

(9-02)

7. Title and Amou

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

4.

Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative			Expiration Date		Underlying Securit	
Security	or Exercise		any	Code	de Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquire	ed				
	Derivative				(A) or					
	Security				Dispose	ed of				
					(D)					
					(Instr. 3,	, 4,				
					and 5)					
										Amo
							Date	Expiration		or
							Exercisable	Date	Title	Num
						-				of
				Code V	(A) ((D)				Shar
Non-Qualified										
Stock Option	\$ 11.85	07/08/2010		$M_{(1)}$	1	.700	10/26/2008	10/26/2013	Common	17
(right to huv)	φ 11.63	07/08/2010		1V1 <u><-</u>	1,	,700	10/20/2008	10/20/2013	Stock	1,7

Reporting Owners

2.

Relationships Reporting Owner Name / Address

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

Neely Rick

(right to buy)

1. Title of

6409 GUADALUPE MINES ROAD Sr. VP and CFO

SAN JOSE, CA 95120

Signatures

By: Saria Tseng For: Rick 07/08/2010 Neely

**Signature of Reporting Person

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.

Reporting Owners 2