

CHANG KUO WEI HERBERT

Form 4

August 23, 2012

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CHANG KUO WEI HERBERT

2. Issuer Name and Ticker or Trading Symbol  
MONOLITHIC POWER SYSTEMS INC [MPWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
79 GREAT OAKS BLVD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/21/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

SAN JOSE, CA 95119

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |            |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |                                   | (A) or (D) | Price |
| Common Stock                    | 08/21/2012                           |  | M                              |   |   | 11,000 | A   | \$ 7.51  | 102,035                           | D          |       |
| Common Stock                    | 08/21/2012                           |  | S                              |   |   | 11,000 | D   | \$ 22.1551<br>(1)  | 91,035                            | D          |       |
| Common Stock                    | 08/22/2012                           |  | M                              |   |   | 4,000  | A   | \$ 7.51  | 95,035                            | D          |       |
| Common Stock                    | 08/22/2012                           |  | S                              |   |   | 4,000  | D   | \$ 21.9305<br>(2)  | 91,035                            | D          |       |

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

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**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 Underlying Security (Instr. 3 and 4) |                  |                 |              |                |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        | Am or Num of S |
| Non-Qualified Stock Option (right to buy)  | \$ 7.51  | 08/21/2012                           |  | M                              |   | 11,000   |   | 06/02/2006       | 06/02/2015      | Common Stock | 11             |
| Non-Qualified Stock Option (right to buy)  | \$ 7.51  | 08/22/2012                           |  | M                              |   | 4,000  |   | 06/02/2006       | 06/02/2015      | Common Stock | 4,             |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CHANG KUO WEI HERBERT<br>79 GREAT OAKS BLVD<br>SAN JOSE, CA 95119 |               | X         |         |       |

## Signatures

By: Saria Tseng For: Herbert Chang  
Date: 08/23/2012

\*\*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).
- The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line
- (1) range from \$22.00025 to \$22.25. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
  - (2) The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$21.86 to \$22.00. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange

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Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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