

MONOLITHIC POWER SYSTEMS INC
 Form 4
 November 14, 2016

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 *
 Xiao Deming

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)
 04/24/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres. of MPS Asia Operations

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 11/09/2016 | | S ⁽¹⁾ | | 5,042 | D | \$ 76.9137 (2) |
| Common Stock | 11/09/2016 | | S ⁽¹⁾ | | 1,300 | D | \$ 77.8554 (3) |
| Common Stock | 04/24/2012 | | A | | 3,500 (4) | A | \$ 0 3,672 |
| Common Stock | 02/04/2014 | | A | | 4,533 (5) | A | \$ 0 8,205 |
| | 04/22/2014 | | A | | 415 (4) | A | \$ 0 8,620 |
| | | | | | | | |

Common
Stock

Common Stock 11/09/2016 S⁽⁶⁾ 833 D \$ 79.346 7,787 I by Spouse

Common Stock 11/09/2016 S⁽⁶⁾ 5,482 D \$ 79.391⁽⁷⁾ 2,305 I by Spouse

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Xiao Deming
79 GREAT OAKS BLVD
SAN JOSE, CA 95119

Director 10% Owner Officer Other

Pres. of MPS Asia Operations

Signatures

/s/ Saria Tseng For:
Deming Xiao

11/14/2016

**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.

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 \$76.52 to \$77.48. 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 \$77.60 to \$78.08. 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.

(3) 1/16 of the Restricted Stock Units vested quarterly following the Vesting Commencement Date, provided that the Grantee continued to be a Service Provider from the Grant Date through each applicable vesting date. The award is now fully vested.

(4) On April 24, 2012, the reporting person was granted a target of 3,500 shares of restricted stock units subject to satisfaction of pre-determined, performance-based vesting criteria. On February 4, 2014, the Company's Board of Directors determined that those performance criteria for the restricted stock units had been satisfied, which resulted in 831 additional shares being achieved and granted to the reporting person. Of the restricted stock units that were awarded, 2,267 vested May 1, 2014 and 2,266 vested quarterly in the next two years. In addition, 202 shares were granted as a result of an equitable stock dividend adjustment approved by the Board of Directors on December 28, 2012. This award is now fully vested.

(5) Transaction was executed during an authorized trading window in compliance with the Company's Insider Trading Compliance Program.

(6) 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 \$79.3901 to \$79.40. 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.

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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