Rao Meera Form 4 May 02, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Rao Meera

2. Issuer Name and Ticker or Trading

MONOLITHIC POWER SYSTEMS

5. Relationship of Reporting Person(s) to

Symbol

(Check all applicable)

INC [MPWR]

3. Date of Earliest Transaction

Director 10% Owner

(First)

(Street)

(Month/Day/Year)

_X__ Officer (give title _ Other (specify below) below)

CFO

6409 GUADALUPE MINES ROAD 04/30/2012

(Middle)

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

Person

Issuer

SAN JOSE, CA 95120

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) sactionor Disposed of (D) e (Instr. 3, 4 and 5)		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	(D)	Price	(Instr. 3 and 4)		
Common Stock	04/30/2012		$M_{\underline{(1)}}$	11,400	A	\$ 13.53	113,908	D	
Common Stock	04/30/2012		S <u>(1)</u>	11,400	D	\$ 21.0122 (2)	102,508	D	
Common Stock	05/01/2012		M(1)	17,100	A	\$ 13.53	119,608	D	
Common Stock	05/01/2012		S <u>(1)</u>	17,100	D	\$ 21.9544 (3)	102,508	D	
	05/02/2012		S(4)	1,379	D	\$ 21.002	101,129	D	

Common Stock

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 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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 13.53	04/30/2012		M <u>(1)</u>	11,400	01/05/2010	01/05/2016	Common Stock	11
Non-Qualified Stock Option (right to buy)	\$ 13.53	05/01/2012		M(1)	17,100	01/05/2010	01/05/2016	Common Stock	17

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Rao Meera 6409 GUADALUPE MINES ROAD SAN JOSE, CA 95120			CFO			

Signatures

Meera Rao 05/02/2012

**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).

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

Reporting Owners 2

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- The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line (2) range from \$21.00 to \$21.05. 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.
- The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line (3) range from \$21.52 to \$22.36. 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.
- (4) Shares sold to pay tax obligations resulting from the vesting of restricted stock units.

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.