Jones Jim J III Form 4 September 23, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

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Form 5 obligations may continue.

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 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* Jones Jim J III

(First)

2. Issuer Name and Ticker or Trading

Issuer

Symbol

MONOLITHIC POWER SYSTEMS

(Check all applicable)

INC [MPWR]

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

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

5. Relationship of Reporting Person(s) to

06/02/2005

950 TOWER LANE, SUITE 700 (Street)

(Middle)

4. If Amendment, Date Original

3.

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

FOSTER CITY, CA 94404

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially Beneficial (D) or Owned Ownership Indirect (I) Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

see

Common Stock

2,298,185 I footnote 1

(1)

(9-02)

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)

### Edgar Filing: Jones Jim J III - Form 4

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 or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Options	\$ 7.51	06/02/2005		A	15,000	06/02/2006	06/02/2015	Common Stock	7.51

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Jones Jim J III 950 TOWER LANE, SUITE 700 FOSTER CITY, CA 94404	X					

# **Signatures**

/s/ Jim J. Jones
III 09/21/2005

\*\*Signature of Pate 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).

Represents securities owned by BAVP, LP. The voting and disposition of these shares held by BAVP, LP is determined by BA Venture Partners VI, LLC, the ultimate general partner of BAVP, LP. Such decisions by BA Venture Partners VI, LLC are, in turn, determined by a majority-in-interest of its four managing members: Kate Mitchell, Lou Bock, Mark Brooks and Rory O'Discoll. Jim Jones is one of the members of BA Venture Partners VI, LLC, and as such has a pecuniary interest in a portion of these shares, but has no voting or investment power with respect to such shares. Mr. Jones disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

The Reporting Person is one of the members of BA Venture Partners VI, LLC, the general partner of BAVP, LP. Pursuant to the policies of BAVP, LP, BA Venture Partners VI, LLC and their affiliates, the Reporting Person is deemed to hold the reported option for the

(2) benefit of BAVP, LP and must exercise the option solely upon the direction of BAVP, LP. BAVP, LP may be deemed the indirect beneficial owner of the option. The Reporting Person disclaims beneficial ownership of the option except to the extent of his pecuniary interest therein.

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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