

MONOLITHIC POWER SYSTEMS INC

Form 4

February 05, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rao Meera

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)

3. Date of Earliest Transaction

(Month/Day/Year)

02/03/2015

____ Director

☒ Officer (give title below)

____ 10% Owner

____ Other (specify below)

CFO

79 GREAT OAKS BLVD

(Street)

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

SAN JOSE, CA 95119

(City)

(State)

(Zip)

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)
Common Stock	02/03/2015		A	73,560 (1)	A \$ 0 168,656	D	
Common Stock	02/03/2015		S(2)	77	D \$ 47.21 168,579	D	
Common Stock	02/03/2015		S(2)	1,478	D \$ 47.21 167,101	D	
Common Stock	02/03/2015		A	6,439 (3)	A \$ 0 173,540	D	
Common Stock	02/05/2015		S	591 (2)	D \$ 48.0202 172,949	D	

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Common Stock	02/05/2015	S	4,974 (2)	D	\$ 47.7956	167,975	D
Common Stock	02/05/2015	S	12,033 (2)	D	\$ 47.7954	155,942	D

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. 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 Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rao Meera 79 GREAT OAKS BLVD SAN JOSE, CA 95119	CFO

Signatures

By: Saria Tseng For:
Meera Rao

02/05/2015

__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) On February 11, 2013, the reporting person was granted a target of 26,045 shares of restricted stock units subject to satisfaction of pre-determined, performance-based vesting criteria. On February 3, 2015, the Company's Board of Directors determined that those performance criteria for the restricted stock units had been satisfied, which resulted in 47,515 additional shares being achieved and

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granted to the reporting person. Of the restricted stock units that were awarded, 36,780 will vest immediately and 36,780 will vest quarterly in the next two years.

- (2) Shares sold to pay tax obligations resulting from the vesting of restricted stock units.
- (3) 1/12 of the Restricted Stock Units shall vest quarterly following the Vesting Commencement Date, provided that the Grantee continues to be a Service Provider from the Grant Date through each applicable vesting date.

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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