

MONOLITHIC POWER SYSTEMS INC

Form 4

April 08, 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 *
Hsing Michael

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)

04/06/2015

☐ Director

☒ Officer (give title below)

☐ 10% Owner

☐ Other (specify below)

CEO

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	04/06/2015		M ⁽¹⁾	54,515 A	\$ 15.03 1,157,147	D	
Common Stock	04/06/2015		S ⁽¹⁾	36,443 D	\$ 52 ⁽²⁾ 1,120,704	D	
Common Stock	04/07/2015		M ⁽¹⁾	48,332 A	\$ 15.03 1,169,036	D	
Common Stock	04/07/2015		S ⁽¹⁾	32,310 D	\$ 52.0704 ⁽³⁾ 1,136,726	D	
Common Stock	04/08/2015		M ⁽¹⁾	5,462 A	\$ 15.03 1,142,188	D	

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Common Stock	04/08/2015	S ⁽¹⁾	3,651	D	\$ 52.009 (4)	1,138,537	D	
Common Stock						29,000	I	Hsing Fam Foundation
Common Stock						133,040	I	by M Hsing 04 Trust

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 15.03	04/06/2015		M ⁽¹⁾	54,515	10/28/2010 ⁽⁵⁾ 10/28/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.03	04/07/2015		M ⁽¹⁾	48,332	10/28/2010 ⁽⁵⁾ 10/28/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.03	04/08/2015		M ⁽¹⁾	5,462	10/28/2010 ⁽⁵⁾ 10/28/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hsing Michael 79 GREAT OAKS BLVD SAN JOSE, CA 95119	X		CEO	

Signatures

/s/ Meera Rao For: Michael
Hsing

04/08/2015

__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) 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 \$52.00 to \$52.01. 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) 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 \$52.00 to \$52.255. 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) 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 \$52.00 to \$52.10. 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.

(5) Original option grant was for 300,000 shares. Fifty percent (50%) of the Shares subject to the Option shall vest twenty-four (24) months after the Vesting Commencement Date, and 1/48 of the Shares subject to the Option shall vest monthly thereafter on the same day of the month as the Vesting Commencement Date, subject to the Optionee continuing to be a Service Provider on such dates. All outstanding options have fully vested.

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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