MONOLITHIC POWER SYSTEMS INC

Form 4

January 05, 2016

FORM 4

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box 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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

Tseng Saria

(Last)

1. Title of

2. Issuer Name and Ticker or Trading

Symbol

MONOLITHIC POWER SYSTEMS

INC [MPWR]

(Month/Day/Year)

3. Date of Earliest Transaction

79 GREAT OAKS BLVD 12/31/2015

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

OMB

Number:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner Other (specify X_ Officer (give title

below) VP & General Counsel

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

4. Securities

Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year) (Instr. 8)

2. Transaction Date 2A. Deemed

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

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

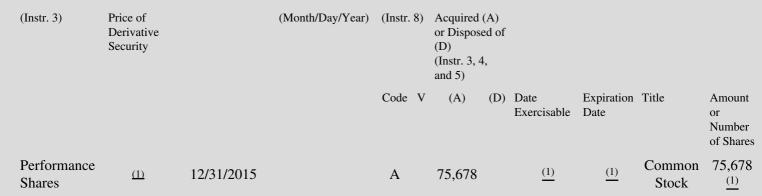
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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tseng Saria 79 GREAT OAKS BLVD SAN JOSE, CA 95119

VP & General Counsel

Signatures

Saria Tseng 01/05/2016

**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).

On December 31, 2015, the reporting person was granted a target of 75,678 shares of restricted stock units in four tranches over the next four years subject to satisfaction of share price targets. The vesting of restricted stock units in the second, third and fourth tranches is also subject to satisfaction of certain operational goals and market price hurdles as well as time vesting condition, as determined by the Compensation Committee of the Company. One-third of the shares have no sales restrictions and are sellable upon vesting on January 1, 2020, one-third of the shares have no sales restrictions until January 1, 2021 and one-third of the shares have no sales restrictions until January 1, 2022 subsequent to the achievement of those price and operational targets.

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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