Blegen Theodore Form 4 October 29, 2018

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

Check this box subject to

if no longer 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Blegen Theodore

(Last)

2. Issuer Name and Ticker or Trading

Symbol

MONOLITHIC POWER SYSTEMS INC [MPWR]

(First) (Middle)

79 GREAT OAKS BLVD

(Zip)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

SAN JOSE, CA 95119

3. Date of Earliest Transaction

(Month/Day/Year) 10/25/2018

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

Issuer

below)

Person

Director

Applicable Line)

X_ Officer (give title

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

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

Code V Amount (D) Price

(A)

4. Securities

Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

5. Amount of

Form: Direct (I)

6. Ownership 7. Nature of Indirect (D) or Indirect Beneficial Ownership

10% Owner

Other (specify

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2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

CFO

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

Estimated average

burden hours per

(Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

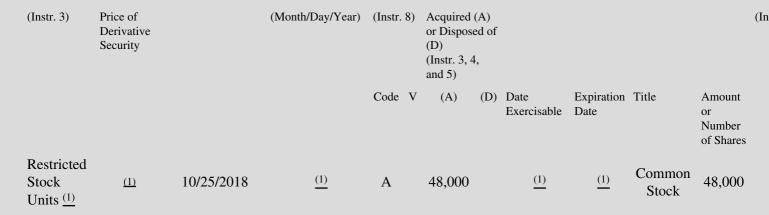
Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Blegen Theodore

79 GREAT OAKS BLVD **CFO**

SAN JOSE, CA 95119

Signatures

By: Saria Tseng For: Bernie T.

10/29/2018 Blegen

**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 October 25, 2018, the reporting person was granted a target number of 9,600 performance units and can earn up to a maximum of 48,000 performance units subject to satisfaction of share price targets ranging from \$140 to \$172 over the performance periods from October 25, 2018 to December 31, 2023, as determined by the Compensation Committee of the Company. All performance units are

(1) subject to time based vesting and require service through January 1, 2024 or an earlier change in control. Once vested, performance units convert into shares of common stock on a 1-for-1 basis and one-third of the resulting shares have no sales restrictions and are sellable on January 1, 2024, one-third of the shares have sales restrictions until January 1, 2025 and one-third of the shares have sales restrictions until January 1, 2026.

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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