

MONOLITHIC POWER SYSTEMS INC

Form 4

May 30, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PADVAL UMESH

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)
6409 GUADALUPE MINES ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2007

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

SAN JOSE, CA 95120

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

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/29/2007		M		40,000	A \$ 1.2	40,000 D
Common Stock	05/29/2007		S		40,000	D \$ (1) 17.2432	0 D
Common Stock	05/29/2007		M		500	A \$ 7.51	500 D
Common Stock	05/29/2007		S		500	D \$ 17.2 (1)	0 D
Common Stock	05/29/2007		M		14,500	A \$ 7.51	14,500 D

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Common	05/29/2007		\$			
Stock		S	14,500	D	17.0139	0
					<u>(1)</u>	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 Ar Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 1.2	05/29/2007		M	40,000	04/24/2004 04/24/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.51	05/29/2007		M	500 <u>(2)</u>	06/02/2006 ⁽³⁾ 06/02/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.51	05/29/2007		M	14,500 <u>(2)</u>	06/02/2006 ⁽³⁾ 06/02/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PADVAL UMESH 6409 GUADALUPE MINES ROAD SAN JOSE, CA 95120	X

Signatures

By: Saria Tseng For: Umesh
Padval 05/30/2007

 **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) Average price per share

(2) Under the automatic grant provisions, 15,000 shares are granted to non-employee directors on the date of the annual stockholders meeting

.

(3) Option is 100% exercisable on the first anniversary of the date of the option grant, provided the non-employee director remains a director on such 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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