

MONOLITHIC POWER SYSTEMS INC
 Form 4
 May 15, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Xiao Deming

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)
 05/13/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Operations

SAN JOSE, CA 95120
 (City) (State) (Zip)

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

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/15/2007		J ⁽¹⁾	V	542	A	\$ 11.6705	26,917	D	
Common Stock	02/15/2008		J ⁽¹⁾	V	1,331	A	\$ 14.2035	88,248	D	
Common Stock	05/13/2008		M ⁽²⁾		48,333	A	\$ 1.2	136,581	D	
Common Stock	05/13/2008		S ⁽²⁾		48,333	D	\$ 25	88,248	D	
Common Stock	05/13/2008		M ⁽²⁾		20,000	A	\$ 1.2	108,248	D	

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Common Stock	05/13/2008		<u>S</u> (2)	20,000	D	\$ 25	88,248	D	
Common Stock	08/15/2007		<u>J</u> (1)	V 898	A	\$ 11.6705	3,466	I	by Spouse
Common Stock	02/15/2008		<u>J</u> (1)	V 739	A	\$ 14.2035	7,205	I	by Spouse

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 1.2	05/13/2008		<u>M</u> (2)	48,333	10/16/2003 10/15/2012	Common Stock 48,333
Incentive Stock Option (right to buy)	\$ 1.2	05/13/2008		<u>M</u> (2)	20,000	09/10/2004 09/11/2013	Common Stock 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Xiao Deming 6409 GUADALUPE MINES ROAD SAN JOSE, CA 95120			VP, Operations	

Signatures

By: Adriana Chiocchi For:
Deming Xiao

05/15/2008

__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) Acquired through the company's qualified ESPP program.
- (2) In accordance with the reporting person's 10b5-1 trading plan.

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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