#### CHANG KUO WEI HERBERT

Form 4

August 23, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

1. Name and Address of Reporting Person \*

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

CHANG KUO WEI HERBERT		Symbol  MONOLITHIC DOWER SYSTEMS				Is	Issuer			
			MONOLITHIC POWER SYST INC [MPWR]			IEWS	(Check all applicable)			
(Last)	(First)	(Middle)		of Earliest T Day/Year)	ransaction		_	_X Director Officer (give to		Owner or (specify
		08/21/2	08/21/2012				below) below)			
	(Street)			endment, D		al		. Individual or Joi	nt/Group Filin	g(Check
			Filed(Mo	onth/Day/Yea	ar)			applicable Line)  X_ Form filed by Or	ne Reporting Per	rson
SAN JOSE, CA 95119								Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tak	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		n Date, if	Code (Instr. 3, 4 and 5)		(D)	Securities Ownership Inc Beneficially Form: Be Owned Direct (D) Ov Following or Indirect (In Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	08/21/2012			M	11,000	A	\$ 7.51	102,035	D	
Common Stock	08/21/2012			S	11,000	D	\$ 22.1551 (1)	91,035	D	
Common Stock	08/22/2012			M	4,000	A	\$ 7.51	95,035	D	
Common Stock	08/22/2012			S	4,000	D	\$ 21.9305 (2)	91,035	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 7.51	08/21/2012		M	11,000	06/02/2006	06/02/2015	Common Stock	11
Non-Qualified Stock Option (right to buy)	\$ 7.51	08/22/2012		M	4,000	06/02/2006	06/02/2015	Common Stock	4,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Transfer of the second	Director	10% Owner	Officer	Other			
CHANG KUO WEI HERBERT 79 GREAT OAKS BLVD SAN JOSE, CA 95119	X						

## **Signatures**

By: Saria Tseng For: Herbert

Chang 08/23/2012

\*\*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).
- The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line (1) range from \$22.00025 to \$22.25. 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.
- (2) 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 \$21.86 to \$22.00. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange

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Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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.