CHANG KUO WEI HERBERT

Form 4

August 24, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

burden hours per 0.5

Estimated average response...

5. Relationship of Reporting Person(s) to

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

CHANG KUO WEI HERBERT		Symbol NONCHARLING POWER SYSTEM S				I	Issuer			
				NOLITHIC POWER SYSTEMS [MPWR]				(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			_	_X_ Director 10% Owner Officer (give title Other (specify			
		08/23/2	08/23/2012				below) below)			
	(Street)			endment, I		al		6. Individual or Jo	int/Group Filin	g(Check
			Filed(Mo	onth/Day/Ye	ar)			Applicable Line) _X_ Form filed by O	ne Reporting Pe	rson
SAN JOSE	C, CA 95119						Ē	Form filed by M Person	ore than One Re	porting
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativ	e Secu	ırities Acqui	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any		Code (Instr. 8)	4. Secur omr Dispo (Instr. 3,	esed of 4 and (A) or		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)
Common Stock	08/23/2012			M	3,000	A	\$ 20.2	94,035	D	
Common Stock	08/23/2012			S	3,000	D	\$ 22.2667	91,035	D	
Common Stock	08/24/2012			M	8,500	A	\$ 20.2	99,535	D	
Common Stock	08/24/2012			S	8,500	D	\$ 22.3647 (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. Transactic Code (Instr. 8)	5. Number on f 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option (right to buy)	\$ 20.2	08/23/2012		M	3,000	02/02/2011	02/09/2017	Common Stock	3,0
Non-Qualified Stock Option (right to buy)	\$ 20.2	08/24/2012		M	8,500	02/02/2011	02/09/2017	Common Stock	8,5

Reporting Owners

Reporting Owner Name / Address	Relationships					
	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 08/24/2012

**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 \$22.20 to \$22.30. 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.

Reporting Owners 2

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The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line (2) range from \$22.20 to \$22.60. 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.

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.