Xiao Deming Form 4 August 29, 2012

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

08/27/2012

(Print or Type Responses)

	1. Name and Address of Reporting Person * Xiao Deming			Symbol		Ticker or Trading POWER SYSTEMS	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				INC [MPWR]						
	(Last)	(First) (I		3. Date of Earliest T		ransaction	DirectorX Officer (give to		Owner (specify	
	79 GREAT		(Month/Day/Year) 08/27/2012			below) Pres. of MPS Asia Operations				
(Street)				4. If Ame	endment, Da	ate Original	6. Individual or Joint/Group Filing(Check			
SAN JOSE, CA 95119 (City) (State) (Zip)				Filed(Moi	nth/Day/Year	r)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person quired, Disposed of, or Beneficially Owned			
				Tabl	le I - Non-I	Derivative Securities Acqu				
	1.Title of	2. Transaction Date	2A. Deeme	ed	3.	4. Securities Acquired (A) 5. Amount of	6.	7. Nature o	
	Security	(Month/Day/Year)	Execution	Date, if	Transactio	nor Disposed of (D)	Securities	Ownership	Indirect	
	(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial	
			(Month/Da	y/Year)	(Instr. 8)		Owned	Direct (D)	Ownership	
							Following	or Indirect	(Instr. 4)	
						(Δ)	Reported	(I)		

Common Stock 08/27/2012 $S_{\underline{(1)}}$ 08/27/2012 $S_{\underline{(2)}}$ 08/27/2012 $S_{\underline{(2)}}$

 $M_{\underline{-}}^{(1)}$

Code V

Common Stock 10,228 I by Spouse

Amount

23,760

(A)

(D)

A

Price

\$

\$ 10.91 148,960

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

SEC 1474

(9-02)

Transaction(s)

(Instr. 3 and 4)

(Instr. 4)

D

of

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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 (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. Transactio Code (Instr. 8)	TransactionDerivative Code Securities		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)	\$ 10.91	08/27/2012		M <u>(1)</u>		23,760	12/01/2005	12/07/2014	Common Stock	23,760

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Xiao Deming

79 GREAT OAKS BLVD Pres. of MPS Asia Operations SAN JOSE, CA 95119

Signatures

By: Saria Tseng For: 08/29/2012 Deming Xiao

**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) In accordance with the reporting person's 10b5-1 trading plan.

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 \$23.00 to \$23.04. 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.

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