Tseng Saria Form 4/A December 04, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

January 31,

Expires: 2005
Estimated average

0.5

burden hours per response...

5 D 1 (1 CD (D () () ()

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

obligations

Check this box

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1 Name and Address of Departing Da

1. Name and Address of Reporting Per Tseng Saria	2. Issuer Name and Ticker of Symbol MONOLITHIC POWER INC [MPWR]	Issuer	
(Last) (First) (Mic	ddle) 3. Date of Earliest Transaction (Month/Day/Year) 11/06/2012	Director 10% Owner Normal Officer (give title Other (specify below) VP & General Counsel	y
(Street) SAN JOSE, CA 95119	4. If Amendment, Date Origina Filed(Month/Day/Year) 11/06/2012	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City) (State) (Zi	ip) Table I - Non-Derivative	e Securities Acquired, Disposed of, or Beneficially Owne	ed
(Instr. 3)	Execution Date, if Transaction(A) or D	Beneficially (D) or Beneficially (O) or Beneficially (D) or (Instr. 4) (Instr. 3 and 4)	ct cial cship
Common Stock 11/06/2012	S <u>(1)</u> 403	D \$ 89,313 D	

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)

Edgar Filing: Tseng Saria - Form 4/A

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								0			
						Date	Expiration		l Jumber		
						Exercisable	Date	0			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Tseng Saria

79 GREAT OAKS BLVD VP & General Counsel

SAN JOSE, CA 95119

Signatures

By: Meera Rao For: Saria 12/04/2012 Tseng

**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)** Shares sold to pay tax obligations resulting from the vesting of restricted stock units.

Remarks:

This form is amended to correct the Form 4 filed on November 6, 2012. Due to an inadvertent technical error by E-Trade, the 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.

Reporting Owners 2