

MONOLITHIC POWER SYSTEMS INC

Form 4

August 24, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHANG KUO WEI HERBERT

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)
08/22/2007

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

SAN JOSE, CA 95120

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

(City) (State) (Zip)

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	08/22/2007		S		45,000	D	\$ 19.8903 (1)	1,929,690	I	By InveStar SemiDev1 (2)
Common Stock	08/23/2007		S		14,826	D	\$ 19.8189 (3)	1,914,864	I	By InveStar SemiDev1 (2)
Common Stock								864,489	I	By InveStar SemiDev2 (2)

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Common
Stock

1,121,819 I

By VCFA
GP ⁽⁴⁾

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

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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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHANG KUO WEI HERBERT 6409 GUADALUPE MINES ROAD SAN JOSE, CA 95120	X	X		

Signatures

By: Saria Tseng For: Herbert
Chang

08/24/2007

**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) Price is the weighted average selling price of all sales by the reporting person on the transaction date. The range of selling prices was \$19.80 to \$19.98 per share.

The reporting person is the partner of InveStar Capital, Inc., the Fund Manager of InveStar Semiconductor Development Fund Inc. and
(2) InveStar Semiconductor Development Fund Inc. (II), LDC. Mr. Chang retains beneficial ownership of these shares, but disclaims the economic benefit except to his pecuniary interests, if any.

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- (3) Price is the weighted average selling price of all sales by the reporting person on the transaction date. The range of selling prices was \$19.75 to \$19.87 per share.
- (4) The reporting person is a General Partner of the VCFA Growth Partners, L.P., a Cayman Island Limited Partnership. Mr. Chang retains beneficial ownership of these shares, but disclaims the economic benefit except to his pecuniary interests, if any.

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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