

MONOLITHIC POWER SYSTEMS INC

Form 4

October 04, 2007

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

OMB APPROVAL

OMB  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Neely Rick2. 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)  
10/03/2007\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Financial Officer

SAN JOSE, CA 95120

4. If Amendment, Date Original  
Filed(Month/Day/Year)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) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 10/03/2007                              |                                                             | M                                       | 17,500                                                                  | A \$ 8.41                                                                                                          | 27,000                                                               | D                                                                 |
| Common<br>Stock                       | 10/03/2007                              |                                                             | S <sup>(1)</sup>                        | 6,500                                                                   | D \$ 25.95                                                                                                         | 20,500                                                               | D                                                                 |
| Common<br>Stock                       | 10/03/2007                              |                                                             | S <sup>(1)</sup>                        | 2,500                                                                   | D \$ 25.8                                                                                                          | 18,000                                                               | D                                                                 |
| Common<br>Stock                       | 10/03/2007                              |                                                             | S <sup>(1)</sup>                        | 2,000                                                                   | D \$ 25.81                                                                                                         | 16,000                                                               | D                                                                 |
| Common<br>Stock                       | 10/03/2007                              |                                                             | S <sup>(1)</sup>                        | 1,500                                                                   | D \$ 25.82                                                                                                         | 14,500                                                               | D                                                                 |

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|              |            |                  |       |   |          |        |   |
|--------------|------------|------------------|-------|---|----------|--------|---|
| Common Stock | 10/03/2007 | S <sup>(1)</sup> | 500   | D | \$ 25.83 | 14,000 | D |
| Common Stock | 10/03/2007 | S <sup>(1)</sup> | 1,000 | D | \$ 25.78 | 13,000 | D |
| Common Stock | 10/03/2007 | S <sup>(1)</sup> | 2,000 | D | \$ 25.75 | 11,000 | D |
| Common Stock | 10/03/2007 | S <sup>(1)</sup> | 1,500 | D | \$ 25.74 | 9,500  | 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)

| 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 Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 8.41                                                | 10/03/2007                           |                                                    | M                              | 17,500                                                                                  | 09/06/2006 <sup>(2)</sup> 09/22/2015                     | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships                                               |
|---------------------------------------------------------------|-------------------------------------------------------------|
| Neely Rick<br>6409 GUADALUPE MINES ROAD<br>SAN JOSE, CA 95120 | Director 10% Owner Officer Other<br>Chief Financial Officer |

## Signatures

Rick Neely 10/04/2007

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

(2) 25% of the shares subject to the option vest on 9/6/06; balance vests monthly over 36 months.

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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