

Rao Meera
Form 4
February 08, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rao Meera

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)
79 GREAT OAKS BLVD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO

SAN JOSE, CA 95119

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	02/06/2013		S ⁽¹⁾	3,575 D \$ 22.8888	86,972	D	
Common Stock	02/06/2013		A ⁽²⁾	624 A \$ 0	87,596	D	
Common Stock	02/07/2013		S ⁽³⁾	248 D \$ 23.7	87,348	D	
Common Stock	02/07/2013		M ⁽⁴⁾	16,000 A \$ 13.53	103,348	D	
Common Stock	02/07/2013		S ⁽⁴⁾	16,000 D \$ 24.2964	87,348	D	

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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 range from \$24.00 to \$24.73. 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.