

MONOLITHIC POWER SYSTEMS INC
Form 4
May 19, 2008

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 *
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)
05/15/2008

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) | (A) or (D) | 5. Amount or Price | 6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|------------------------------------|
| Common Stock | 05/15/2008 | | J ⁽¹⁾ | 1,351,852 | D | \$ 0 | 0 | I |
| | | | | | | | | By InveStar SemiDev1 |
| Common Stock | 05/15/2008 | | J ⁽²⁾ | 864,489 | D | \$ 0 | 0 | I |
| | | | | | | | | By InveStar SemiDev2 |
| Common Stock | 05/15/2008 | | J ⁽³⁾ | 341,388 | A | \$ 0 | 341,388 | I |
| | | | | | | | | By Investar Capital ⁽⁴⁾ |
| Common Stock | 05/15/2008 | | S | 48,000 | D | \$ 25.08 | 1,073,819 | I |
| | | | | | | | | By VCFA GP ⁽⁵⁾ |

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Common Stock 05/16/2008 S 51,923 D \$ 25.06 1,021,896 I By VCFA GP ⁽⁵⁾

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

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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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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: Adriana Chiocchi For: Herbert Chang 05/19/2008

**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) Pro rata distribution without consideration from InveStar Semiconductor Development Fund, Inc., of which the reporting person is the partner of InveStar Capital, Inc., the fund manager of InveStar Semiconductor Development Fund Inc.
- (2) Pro rata distribution without consideration from InveStar Semiconductor Development Fund, Inc. (II) LDC, of which the reporting person is the partner of InveStar Capital, Inc., the fund manager of InveStar Semiconductor Development Fund, Inc. (II) LDC.

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- (3) See Footnote 1 and 2.
- (4) Reporting person is the partner of InveStar Capital, Inc. Mr. Chang retains beneficial ownership of these shares, but disclaims the economic benefit except to his pecuniary interests, if any.
- (5) 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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