

MONOLITHIC POWER SYSTEMS INC

Form 4

November 01, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sciammas Maurice

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)

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

10/28/2016

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

Sr. V.P. of Sales and Marketing

79 GREAT OAKS BLVD

(Street)

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

SAN JOSE, CA 95119

(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)
Common Stock	10/28/2016 ⁽¹⁾		Code V M ⁽¹⁾	Amount 14,628 ⁽¹⁾	(A) or (D) A \$ 0 347,190	D	
Common Stock					2,000	I	by Family Trust

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

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(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	(1)	10/28/2016(1)		M(1)		14,628(1)		(1)	(1)	Common Stock	14,628

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sciammas Maurice 79 GREAT OAKS BLVD SAN JOSE, CA 95119	Sr. V.P.of Sales and Marketing

Signatures

By: Saria Tseng For: Maurice
Sciammas 11/01/2016

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) On December 31, 2015, the reporting person was granted a target of 75,678 shares of restricted stock units in four tranches subject to satisfaction of share price targets over the next four years. The vesting of restricted stock units in the second, third and fourth tranches is also subject to the satisfaction of certain operational goals, as determined by the Compensation Committee of the Company. All restricted stock units are subject to time based vesting. Once vested, one-third of shares have no sales restrictions and are sellable on January 1, 2020, one-third of the shares have sales restrictions until January 1, 2021 and one-third of the shares have sales restrictions until January 1, 2022. On October 28, 2016, the Compensation Committee of the Company determined that three of the five share price targets for the first tranche of restricted stock units had been satisfied, which resulted in 14,628 shares being granted, subject to time based vesting described above.

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.