

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hsing Michael</u> <hr/> (Last) (First) (Middle) 19850 LANARK LANE <hr/> (Street) SARATOGA CA 95070 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MONOLITHIC POWER SYSTEMS INC</u> [ MPWR ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 08/12/2008	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/12/2008		S <sup>(1)</sup>		200	D	\$27.92	688,097	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$27.93	687,997	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$27.94	687,897	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		200	D	\$27.97	687,697	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$27.98	687,597	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$27.99	687,497	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$28	687,397	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$28.01	687,297	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$28.05	687,197	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$28.06	687,097	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$28.1	686,997	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		200	D	\$28.12	686,797	I	By Jointly w/Spouse

**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	08/12/2008		S <sup>(1)</sup>		12	D	\$28.14	686,785	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$28.15	686,685	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		88	D	\$28.16	686,597	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$28.17	686,497	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$28.18	686,397	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$28.36	686,297	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$28.45	686,197	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		100	D	\$28.5	686,097	I	By Jointly w/Spouse
Common Stock	08/12/2008		S <sup>(1)</sup>		200	D	\$28.77	685,897	I	By Jointly w/Spouse
Common Stock	08/12/2008		S		400	D	\$27.48	685,497	I	By Jointly w/Spouse
Common Stock	08/12/2008		S		600	D	\$27.49	684,897	I	By Jointly w/Spouse
Common Stock	08/12/2008		S		2,596	D	\$27.5	682,301	I	By Jointly w/Spouse
Common Stock	08/12/2008		S		2,000	D	\$27.6	680,301	I	By Jointly w/Spouse
Common Stock	08/12/2008		S		4,000	D	\$27.65	676,301	I	By Jointly w/Spouse
Common Stock	08/12/2008		S		4,796	D	\$27.7	671,505	I	By Jointly w/Spouse
Common Stock	08/12/2008		S		600	D	\$27.71	670,905	I	By Jointly w/Spouse
Common Stock	08/12/2008		S		302	D	\$27.73	670,603	I	By Jointly w/Spouse
Common Stock	08/12/2008		S		1,583	D	\$27.74	669,020	I	By Jointly w/Spouse

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

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

By: [Adriana Chiochi For](#)      [08/13/2008](#)  
[Michael Hsing](#)

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**