Edgar Filing: MONOLITHIC POWER SYSTEMS INC - Form 4

MONOLITHIC POWER SYSTEMS INC

Form 4 May 31, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * CHANG KUO WEI HERBERT

Symbol

MONOLITHIC POWER SYSTEMS

INC [MPWR]

(Month/Day/Year) 05/31/2007

3. Date of Earliest Transaction

6409 GUADALUPE MINES ROAD (Street)

(Middle)

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

SAN JOSE, CA 95120

(First)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

_X__ 10% Owner _X__ Director _ Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN JUSE	E, CA 93120	Person		
(City)	(State)	(Zip) Tal	le I - Non-Derivative Securities Acquired, Disposed of, or Bend	ficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) 5. Amount of 6. Transaction Disposed of (D) Securities Owners Code (Instr. 3, 4 and 5) Beneficially Form: (Instr. 8) Owned Direct (Instr. 4) (A) Following Following Or Indirect (A) Reported (Instr. 4) Code V Amount (D) Price (Instr. 3 and 4)	Beneficial O) Ownership ect (Instr. 4)
Common Stock	05/31/2007		\$ 16,044 D 16.861 0 I	By Forefront V. P. (2)
Common Stock			1,974,690 I	By InveStar SemiDev1
Common Stock			864,489 I	By InveStar SemiDev2
Common Stock			1,121,819 I	By VCFA GP (3)

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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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	te	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration e Date	Title N	or Number		
				Code V	(A) (D)				of Charac		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		
CHANG KUO WEI HERBERT 6409 GUADALUPE MINES ROAD SAN JOSE, CA 95120	X	X				

Signatures

By: Rick Neely For: Herbert

Chang 05/31/2007

**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) Average price per share
 - These securities are held directly by ForeFront Venture Partners L.P., and indirectly by ForeFront Associates LLC, its general partner.
- (2) Reporting person is a managing general partner of ForeFront Associates LLC, and shares voting and/or investment power over these securities.
- The 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.

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.

Reporting Owners 2

9. Ni Deriv

Secu

SEC 1474

(9-02)

Bene Follo Repo Trans (Insti