

CHANG KUO WEI HERBERT
Form 4
August 26, 2005

FORM 4

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

OMB APPROVAL

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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)

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2005

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

C/O MONOLITHIC POWER SYSTEMS INC, 983 UNIVERSITY AVENUE BLDG A

(Street)

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

LOS GATOS, CA 95032-7637

(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)
				(A) or (D) Code V Amount Price			
Common Stock	08/25/2005		S	20,000 D \$ 6.9258 (1)	10,386	I (2)	By C Squared Investment Corp. (3)
Common Stock	08/26/2005		S	10,386 D \$ 7.0519 (1)	0	I (2)	By C Squared Investment Corp. (3)
Common stock					130,955	I (2)	By Forefront Venture Partners, L.P. (4)

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Common stock	677,671	I ⁽²⁾	By InveStar Burgeon Venture Capital, Inc. ⁽⁵⁾
Common stock	130,955	I ⁽²⁾	By InveStar Dayspring Venture Capital, Inc. ⁽⁵⁾
Common stock	864,489	I ⁽²⁾	By InveStar Semiconductor Development Fund, Inc (II) LDC ⁽⁵⁾
Common stock	313,193	I ⁽²⁾	By InveStar Excelsus Venture Capital (International) Inc., LDC ⁽⁵⁾
Common stock	1,974,690	I ⁽²⁾	By InveStar Semiconductor Development Fund, Inc. ⁽⁵⁾

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

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(9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHANG KUO WEI HERBERT C/O MONOLITHIC POWER SYSTEMS INC 983 UNIVERSITY AVENUE BLDG A LOS GATOS, CA 95032-7637	X	X		

Signatures

Chang Kuo Wei
(Herbert) 08/26/2005

__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 selling price
- (2) Reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any.
- (3) Reporting person is the Chief Executive office of C Squared Management Corporation, which is the management company of C Squared investment Corporation.
These securities are held directly by Forefront Venture Partners, L.P., and indirectly by Forefront Associates LLC, its general partner.
- (4) Reporting person is a managing general partner of Forefront Associates LLC, and shares voting and/or investment power over these securities.
- (5) InveStar Capital Inc. is the investment manager of this entity. The reporting person is President of InveStar Capital Inc., and exercises voting and/or investment power over these securities.

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.