LAMBERT DAVID S

Form 4

February 15, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LAMBERT DAVID S Issuer Symbol MICROCHIP TECHNOLOGY INC (Check all applicable) [MCHP] (Last) (First) (Middle) 3. Date of Earliest Transaction Director X_ Officer (give title (Month/Day/Year)

02/13/2007

10% Owner

Other (specify below) VP, Fab Operations

C/O MICROCHIP TECHNOLOGY **INCORPORATED, 2355 WEST** CHANDLER BOULEVARD

> (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

CHANDLER, AZ 85224-6199

Stock

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of Transaction Disposed of (D) Securities Ownership Indirect Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial

> (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect Reported (A)

Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price

Common 02/13/2007 M 45,750 A \$ 6.259 $209,702 \frac{(1)}{}$ Ι

and Indirectly by Trust and by Reporting Person's Children

(1)

Ownership

(Instr. 4)

Held Directly

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Common Stock	02/13/200	7	S 4	45,750	D	\$ 35.1721	163,952 (2)	I	Held Directly and Indirectly by Trust and by Reporting Person's Children (2)	
Common Stock	02/14/200	7	S	1,650	D	\$ 36.15	162,302 (3)	I	Held Directly and Indirectly by Trust and Reporting Person's Children (3)	
Reminder: R	eport on a sepa	arate line for each clas		Perso inform requir displa numbe	ns whation ed to ys a er.	ho respond n contained respond u currently v	d to the collect d in this form unless the form valid OMB cor	are not m	EC 1474 (9-02)	
			itive Securities Acquuts, calls, warrants,							
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. Transact Code (Instr. 8)	Second Se	curities quired (A) Disposed of str. 3, 4,	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
Common Stock Option (Right to Buy)	\$ 6.259	02/13/2007		M		45,750	07/01/2002	04/01/2008	Common Stock	45,750

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LAMBERT DAVID S C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199

VP, Fab Operations

Signatures

Deborah L. Wussler, as Attorney-in-Fact

02/15/2007

**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).
 - Of the 209,702 shares held, 205,684 shares were held Directly; 829 shares were held by Trust; 714 were held by Reporting Person's son;
- (1) 825 shares were held by Reporting Person's daughter; 825 shares were held by Reporting Person's son; and 825 shares were held by Reporting Person's daughter.
 - Of the 163,952 shares held, 159,934 shares were held Directly; 829 shares were held by Trust; 714 were held by Reporting Person's son;
- (2) 825 shares were held by Reporting Person's daughter; 825 shares were held by Reporting Person's son; and 825 shares were held by Reporting Person's daughter.
- (3) Of the 162,302 shares held, 159,934 shares were held Directly; 829 shares were held by Trust; 714 were held by Reporting Person's son; and 825 shares were held by Reporting Person's daughter

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.

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