

SANGHI STEVE  
Form 4  
February 02, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SANGHI STEVE

2. Issuer Name and Ticker or Trading Symbol  
MICROCHIP TECHNOLOGY INC  
[MCHP]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, CEO, Chairman

(Last) (First) (Middle)  
C/O MICROCHIP TECHNOLOGY  
INCORPORATED, 2355 WEST  
CHANDLER BOULEVARD

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2010

(Street)  
CHANDLER, AZ 85224-6199

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

(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 Ownership (Instr. 4)                    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/01/2010                           |  | M                              | 7,250 A   | \$ 26.51 4,349,938 <sup>(1)</sup>   | I  | Shares held Directly and Indirectly, by Trust. <sup>(1)</sup> |
| Common Stock                    | 02/01/2010                           |  | M                              | 107 A   | \$ 26.51 4,350,045 <sup>(2)</sup>   | I  | Shares held Directly and Indirectly, by Trust. <sup>(2)</sup> |

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|              |            |  |   |       |   |          |                          |   |   |
|--------------|------------|--|---|-------|---|----------|--------------------------|---|---|
| Common Stock | 02/01/2010 |  | M | 2,775 | A | \$ 26.51 | 4,352,820 <sup>(3)</sup> | I | Shares held Directly and Indirectly, by Trust. <sup>(3)</sup> |
| Common Stock | 02/01/2010 |  | M | 6,550 | A | \$ 26.51 | 4,359,370 <sup>(4)</sup> | I | Shares held Directly and Indirectly, by Trust. <sup>(4)</sup> |

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

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SEC 1474  
(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. Pr Deri Secu (Inst |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                 | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 26.51   | 02/01/2010                           |  | M                              | 7,250   | <u>(5)</u>   | <u>(5)</u>  | Common Stock          | 58,000                     |
| Restricted Stock Units                     | \$ 26.51   | 02/01/2010                           |  | M                              | 107   | <u>(6)</u>   | <u>(6)</u>  | Common Stock          | 214                        |
| Restricted Stock Units                     | \$ 26.51   | 02/01/2010                           |  | M                              | 2,775   | <u>(7)</u>   | <u>(7)</u>  | Common Stock          | 22,200                     |
| Restricted Stock Units                     | \$ 26.51   | 02/01/2010                           |  | M                              | 6,550   | <u>(8)</u>   | <u>(8)</u>  | Common Stock          | 6,550                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| SANGHI STEVE<br>C/O MICROCHIP TECHNOLOGY INCORPORATED<br>2355 WEST CHANDLER BOULEVARD<br>CHANDLER, AZ 85224-6199 | X             |           | President, CEO, Chairman |       |

## Signatures

Deborah L. Wussler, as  
Attorney-in-Fact

02/02/2010

\*\*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) Of the 4,349,938 shares held, 45,554 shares were held Directly; 4,304,384 shares were held by Trust.
- (2) Of the 4,350,045 shares held, 45,554 shares were held Directly; 4,304,491 shares were held by Trust.
- (3) Of the 4,352,820 shares held, 45,554 shares were held Directly; 4,307,266 shares were held by Trust.
- (4) Of the 4,359,370 shares held, 45,554 shares were held Directly; 4,313,816 shares were held by Trust.

- (5) The restricted stock units vest in eight equal quarterly installments beginning May 1, 2008. Vested shares will be delivered to the reporting person upon vest.

- (6) The restricted stock units will vest 50% on November 1, 2009 and 50% on February 1, 2010 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating income in the six month period ending September 30, 2008.

- (7) The restricted stock units vest in eight equal quarterly installments beginning February 1, 2010, as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ending June 30, 2009. Vested shares will be delivered to the reporting person upon vest.

- (8) The restricted stock units will vest in full on February 1, 2010 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended June 30, 2009. Vested shares will be delivered to the reporting person upon vest.

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

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