

SANGHI STEVE
Form 4
January 25, 2006

FORM 4

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

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

OMB APPROVAL

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(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)

(Last) (First) (Middle)

C/O MICROCHIP TECHNOLOGY
INCORPORATED, 2355 WEST
CHANDLER BOULEVARD

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

01/23/2006

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

President, CEO, Chairman

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock	01/23/2006		M		50,000	A	\$ 4.987
					3,588,880	(1) I	
							Held Directly and Indirectly, by Trust (1)
Common Stock	01/23/2006		S		25,000	D	\$ 35.2473
					3,563,880	(2) I	
							Held Directly and Indirectly, by Trust (2)

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Common Stock	01/23/2006	S	25,000	D	\$ 35.283	3,538,880 ⁽³⁾	I	Held Directly and Indirectly, by Trust ⁽³⁾
Common Stock	01/24/2006	M	50,000	A	\$ 4.987	3,588,880 ⁽¹⁾	I	Held Directly and Indirectly, by Trust ⁽¹⁾
Common Stock	01/24/2006	S	25,000	D	\$ 35.5042	3,563,880 ⁽²⁾	I	Held Directly and Indirectly, by Trust ⁽²⁾
Common Stock	01/24/2006	S	25,000	D	\$ 35.7515	3,538,880 ⁽³⁾	I	Held Directly and Indirectly, by Trust ⁽³⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 4.987	01/23/2006		M	50,000	07/02/2000 07/02/2006	Common Stock 50,000
Common Stock	\$ 4.987	01/24/2006		M	50,000	07/02/2000 07/02/2006	Common Stock 50,000

Option
(Right to
Buy)

Reporting Owners

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

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

01/25/2006

__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 3,588,880 shares held, 74,874 shares were held Directly; 3,514,006 shares were held by Trust.
- (2) Of the 3,563,880 shares held, 49,874 shares were held Directly; 3,514,006 shares were held by Trust.
- (3) Of the 3,538,880 shares held, 24,874 shares were held Directly; 3,514,006 shares were held by Trust.

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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