

MICROCHIP TECHNOLOGY INC  
 Form 4  
 February 28, 2008

**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 \*  
 PARNELL GORDON W

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/26/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP and CFO

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)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

CHANDLER, AZ 85224-6199

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/26/2008		M		23,200	A	\$ 23.389	38,734 <sup>(3)</sup>	I	Held Directly and Indirectly by Trust <sup>(3)</sup>
Common Stock	02/26/2008		M		9,000	A	\$ 24.861	15,534 <sup>(1)</sup> <sup>(2)</sup>	I	Held Directly and Indirectly by Trust <sup>(1)</sup>

								(2)	
Common Stock	02/26/2008		S	100	D	\$ 32.68	38,634 <sup>(4)</sup>	I	Held Directly and Indirectly by Trust <sup>(4)</sup>
Common Stock	02/26/2008		S	3,300	D	\$ 32.66	35,334 <sup>(5)</sup>	I	Held Directly and Indirectly by Trust <sup>(5)</sup>
Common Stock	02/26/2008		S	3,100	D	\$ 32.63	32,234 <sup>(6)</sup>	I	Held Directly and Indirectly by Trust <sup>(6)</sup>
Common Stock	02/26/2008		S	500	D	\$ 32.61	31,734 <sup>(7)</sup>	I	Held Directly and Indirectly by Trust <sup>(7)</sup>
Common Stock	02/26/2008		S	10,200	D	\$ 32.6	21,534 <sup>(8)</sup>	I	Held Directly and Indirectly by Trust <sup>(8)</sup>
Common Stock	02/26/2008		S	5,000	D	\$ 32.58	16,534 <sup>(9)</sup>	I	Held Directly and Indirectly by Trust <sup>(9)</sup>
Common Stock	02/26/2008		S	10,000	D	\$ 32.59	6,534	D	

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.**

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
--	------------------------------------	--------------------------------------	--	--------------------------------	---	--	---

Edgar Filing: MICROCHIP TECHNOLOGY INC - Form 4

Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				
Common Stock Option (Right to Buy)							Common Stock	9,000
\$ 24.861				9,000	03/31/2001	06/01/2010		
02/26/2008								
	M							
Common Stock Option (Right to Buy)							Common Stock	23,200
\$ 23.389				23,200	07/01/2004	04/14/2010		
02/26/2008								
	M							

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARNELL GORDON W C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199			VP and CFO	

## Signatures

Deborah L. Wussler,  
Attorney-in-Fact

02/28/2008

\_\_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) On 10/1/07, the Reporting Person transferred ownership of 116 shares from Direct holding to Indirect holding, by Trust.
  - (2) Of the 15,534 shares held, 9,000 shares were held Directly; 6,534 shares were held by Trust.
  - (3) Of the 38,734 shares held, 32,200 shares were held Directly; 6,534 shares were held by Trust.
  - (4) Of the 38,634 shares held, 32,100 shares were held Directly; 6,534 shares were held by Trust.
  - (5) Of the 35,334 shares held, 28,800 shares were held Directly; 6,534 shares were held by Trust.
  - (6) Of the 32,234 shares held, 25,700 shares were held Directly; 6,534 shares were held by Trust.
  - (7) Of the 31,734 shares held, 25,200 shares were held Directly; 6,534 shares were held by Trust.
  - (8) Of the 21,534 shares held, 15,000 shares were held Directly; 6,534 shares were held by Trust.
  - (9) Of the 16,534 shares held, 10,000 shares were held Directly; 6,534 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.

## Edgar Filing: MICROCHIP TECHNOLOGY INC - Form 4

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.