#### MICROCHIP TECHNOLOGY INC

Form 4/A May 19, 2008

# FORM 4

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

**OMB** 3235-0287 Number:

Estimated average

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

\_X\_ Director

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

MICROCHIP TECHNOLOGY INC

Symbol

(Middle)

[MCHP]

burden hours per response... 0.5

10% Owner

See Instruction 1(b).

(Print or Type Responses)

SANGHI STEVE

(Last)

1. Name and Address of Reporting Person \*

(First)

C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD			(Month/Day/Year) 05/01/2008				X Officer (give title Other (specify below) President, CEO, Chairman			
Filed(				f Amendment, Date Original ed(Month/Day/Year) /05/2008				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabl	le I - Non-	Derivative So	ecuriti	ies Acq	uired, Disposed o	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8)	4. Securitie or(A) or Disp (Instr. 3, 4 a	osed o	of (D)	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)
Common Stock	05/01/2008			S	200,000 (1) (2)	D	\$ 38	4,152,148 (3)	I	Held Directly and Indirectly by Trust (3)
Common Stock	05/01/2008			M	7,250	A	\$ 38	4,159,398 (4)	I	Held Directly and Indirectly, by Trust (4)

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							Held
Common							Directly
	05/01/2008	F	3,126	D	\$ 38 4,156,272 <u>(5)</u>	I	and
Stock							Indirectly,
							by Trust (5)
							· · · —

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date urities (Month/Day/Year) uired or cossed of tr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock	\$ 38	05/01/2008		M	7,250	<u>(6)</u>	<u>(6)</u>	Common Stock	58,000	\$

# **Reporting Owners**

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

# **Signatures**

Deborah L. Wussler, as Attorney-in-Fact 05/19/2008

\*\*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)** 

Reporting Owners 2

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The sale(s) reported in this Form 4 was/were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 30, 2007.

- (2) This Amended Form 4 is filed to accurately report that the 05/01/2008 sale was pursuant to a Rule 10b5-1 trading plan. All subsequent reports filed after this date are deemed to include the modification herein.
- (3) Of the 4,152,148 shares held, 26,823 shares were held Directly; 4,125,325 shares were held by Trust.
- (4) Of the 4,159,398 shares held, 34,073 shares were held Directly; 4,125,325 shares were held by Trust.
- (5) Of the 4,156,272 shares held, 30,947 shares were held Directly; 4,125,325 shares were held by Trust.
- (6) 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.

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.