LAMBERT DAVID S

Form 4
March 03, 2000

March 03, 2009

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

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

MICROCHIP TECHNOLOGY INC

Symbol

[MCHP]

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5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

response...

See Instruction 1(b).

(Print or Type Responses)

LAMBERT DAVID S

1. Name and Address of Reporting Person *

(Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O MICROCHIP TECHNOLOGY 02/20/2009 VP, Fab Operations **INCORPORATED, 2355 WEST** CHANDLER BOULEVARD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHANDLER, AZ 85224-6199 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Held Directly and Indirectly Common 777 (1) A \$ 15 181 03/02/2009 Α $163,788 \stackrel{(2)}{=}$ by Trust Stock and

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

Reporting Persons's Children (2)

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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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number on 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 Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	02/27/2009		A	3,900	<u>(4)</u>	<u>(4)</u>	Common Stock	3,900	\$
Restricted Stock Units	(3)	02/27/2009		A	6,621	<u>(5)</u>	<u>(5)</u>	Common Stock	6,621	\$
Restricted Stock Units	(3)	02/27/2009		A	4,600	<u>(6)</u>	<u>(6)</u>	Common Stock	4,600	\$
Restricted Stock Units	<u>(3)</u>	02/27/2009		A	650	<u>(7)</u>	<u>(7)</u>	Common Stock	650	\$

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	03/03/2009	
Attorney-in-Fact	03/03/200	
**Signature of Reporting Person	Date	

Reporting Owners 2

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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) Shares were acquired under the Microchip Technology Incorporated 2001 Employee Stock Purchase Plan on March 2, 2009, in an exempt transaction pursuant to Rule 16(b)-3(d), paid for by contributions made during the six month period ended February 27, 2009.
- Of the shares held, 1,896 shares were held Directly; 159,103 shares were held by Trust; 1,339 shares were held by Reporting Person's sons; and 1,450 shares were held by Reporting Person's daughters.
- (3) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.
- The restricted stock units vest in eight equal quarterly installments beginning February 1, 2010, as long as the individual remains a service (4) 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.
- The restricted stock units will vest in full on February 1, 2013 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.
- The restricted stock units will vest in full on November 1, 2012 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.
- The restricted stock units will vest in full on February 1, 2010 as long as the individual remains a service provider through the vesting (7) 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. 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.