SANGHI STEVE

Form 4

February 02, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

SANGHI STEVE

1. Name and Address of Reporting Person *

			[MCHP]					(Check all applicable)				
(N				3. Date of Earliest Transaction (Month/Day/Year) 02/01/2010				X Director 10% Owner Self-condition of the condition of the				
	(Street)		4. If Ame	endment, Da	ate Origina	al		6. Individual or Joint/Group Filing(Check				
			Filed(Mo	nth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
CHANDLER, AZ 85224-6199 (City) (State) (Zip) T. J.								Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acc	uired, Disposed (of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any	ned n Date, if Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	ed 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	02/01/2010			M	7,250	A	\$ 26.51	4,349,938 (1)	I	Shares held Directly and Indirectly, by Trust. (1)		
Common Stock	02/01/2010			M	107	A	\$ 26.51	4,350,045 (2)	I	Shares held Directly and Indirectly, by Trust. (2)		

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

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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	(5)	<u>(5)</u>	Common Stock	58,000	9
Restricted Stock Units	\$ 26.51	02/01/2010		M		107	<u>(6)</u>	<u>(6)</u>	Common Stock	214	9
Restricted Stock Units	\$ 26.51	02/01/2010		M		2,775	<u>(7)</u>	<u>(7)</u>	Common Stock	22,200	9
Restricted Stock Units	\$ 26.51	02/01/2010		M		6,550	(8)	(8)	Common Stock	6,550	5

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

SANGHI STEVE C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199

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.
- 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 (6) provider through the vesting date and the Company achieves performance targets for operating income in the six month period ending September 30, 2008.
- The restricted stock units vest in eight equal quarterly installments beginning February 1, 2010, as long as the individual remains a service (7) 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, 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. 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.

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