

DREHOBL STEPHEN V
 Form 4
 February 02, 2011

FORM 4

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

OMB APPROVAL

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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 *
 DREHOBL STEPHEN V

2. Issuer Name and Ticker or Trading Symbol
 MICROCHIP TECHNOLOGY INC
 [MCHP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, Security, MCU & Tech Div.

(Last) (First) (Middle)
 C/O MICROCHIP TECHNOLOGY
 INCORPORATED, 2355 WEST
 CHANDLER BOULEVARD

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/01/2011

(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) | Price | | |
| Common Stock | 02/01/2011 | | M | 3,200 | A \$ 37.19 | 12,370 | D |
| Common Stock | 02/01/2011 | | F | 981 | D \$ 37.19 | 11,389 | D |
| Common Stock | 02/01/2011 | | M | 863 | A \$ 37.19 | 12,252 | D |
| Common Stock | 02/01/2011 | | F | 265 | D \$ 37.19 | 11,987 | D |
| | 02/01/2011 | | M | 2,000 | A \$ 27.05 | 13,987 | D |

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| | | | | | | | |
|--------------|------------|--|---|--------|---|-----------|----------|
| Common Stock | | | | | | | |
| Common Stock | 02/01/2011 | | M | 10,000 | A | \$ 26.25 | 23,987 D |
| Common Stock | 02/01/2011 | | M | 4,000 | A | \$ 27.05 | 27,987 D |
| Common Stock | 02/01/2011 | | S | 16,000 | D | \$ 37.234 | 11,987 D |

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 |
| Restricted Stock Units | \$ 37.19 | 02/01/2011 | | M | 3,200 | <u>(1)</u> <u>(1)</u> | Common Stock 12,800 |
| Restricted Stock Units | \$ 37.19 | 02/01/2011 | | M | 863 | <u>(2)</u> <u>(2)</u> | Common Stock 6,900 |
| Common Stock Option (Right to Buy) | \$ 27.05 | 02/01/2011 | | M | 2,000 | 03/31/2007 04/01/2014 | Common Stock 2,000 |
| Common Stock Option (Right to Buy) | \$ 26.25 | 02/01/2011 | | M | 10,000 | 07/21/2005 07/21/2014 | Common Stock 10,000 |
| Common Stock | \$ 27.05 | 02/01/2011 | | M | 4,000 | 03/31/2008 04/01/2014 | Common Stock 28,000 |

Option
(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DREHOBL STEPHEN V C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199 | | | VP, Security, MCU & Tech Div. | |

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

02/02/2011

**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) The restricted stock units vest in four equal quarterly installments beginning May 1, 2010. Vested shares will be delivered to the reporting person upon vest.
 - (2) The restricted stock units vest in eight equal quarterly installments beginning February 1, 2010, as long as the individual remains a service provider through the vesting date. 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.
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