

MOORTHY GANESH  
Form 4  
February 02, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MOORTHY GANESH**

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)  
Exec. VP & COO

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

3. Date of Earliest Transaction (Month/Day/Year)  
**01/31/2011**

(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 Ownership (Instr. 4) |                       |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |                       |   |   |
| Common Stock                    | 01/31/2011                           |  | M                              |   | 4,700   | A  | \$ 23.7                           | 52,833 <sup>(1)</sup> | I | Shares held Directly and Indirectly, by Trust. <sup>(1)</sup> |
| Common Stock                    | 01/31/2011                           |  | S                              |   | 4,700   | D  | \$ 37                             | 48,133 <sup>(2)</sup> | I | Shares held Directly and Indirectly, by Trust. <sup>(2)</sup> |

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|              |            |   |       |   |           |                       |   |   |
|--------------|------------|---|-------|---|-----------|-----------------------|---|---|
| Common Stock | 02/01/2011 | M | 8,300 | A | \$ 23.7   | 56,433 <sup>(3)</sup> | I | Shares held Directly and Indirectly, by Trust. <sup>(3)</sup> |
| Common Stock | 02/01/2011 | S | 8,300 | D | \$ 37.019 | 48,133 <sup>(2)</sup> | I | Shares held Directly and Indirectly, by Trust. <sup>(2)</sup> |
| Common Stock | 02/01/2011 | M | 4,250 | A | \$ 37.19  | 52,383 <sup>(4)</sup> | I | Shares held Directly and Indirectly, by Trust. <sup>(4)</sup> |
| Common Stock | 02/01/2011 | F | 1,278 | D | \$ 37.19  | 51,105 <sup>(5)</sup> | I | Shares held Directly and Indirectly, by Trust. <sup>(5)</sup> |
| Common Stock | 02/01/2011 | M | 2,000 | A | \$ 37.19  | 53,105 <sup>(6)</sup> | I | Shares held Directly and Indirectly, by Trust. <sup>(6)</sup> |
| Common Stock | 02/01/2011 | F | 601   | D | \$ 37.19  | 52,504 <sup>(7)</sup> | I | Shares held Directly and Indirectly, by Trust. <sup>(7)</sup> |
| Common Stock | 02/01/2011 | M | 1,500 | A | \$ 37.19  | 54,004 <sup>(8)</sup> | I | Shares held Directly and Indirectly, by Trust. <sup>(8)</sup> |
| Common Stock | 02/01/2011 | F | 451   | D | \$ 37.19  | 53,553 <sup>(9)</sup> | I | Shares held Directly and Indirectly, by Trust. <sup>(9)</sup> |

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

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**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 |
| Common Stock Option (Right to Buy)         | \$ 23.7  | 01/31/2011                           |  | M                              | 4,700   | 12/03/2002   | 12/03/2011  | Common Stock | 72,000                     |
| Common Stock Option (Right to Buy)         | \$ 23.7  | 02/01/2011                           |  | M                              | 8,300   | 12/03/2002   | 12/03/2011  | Common Stock | 72,000                     |
| Restricted Stock Units                     | \$ 37.19   | 02/01/2011                           |  | M                              | 4,250   | <u>(10)</u>  | <u>(10)</u>   | Common Stock | 17,000                     |
| Restricted Stock Units                     | \$ 37.19   | 02/01/2011                           |  | M                              | 2,000   | <u>(11)</u>  | <u>(11)</u>   | Common Stock | 2,000                      |
| Restricted Stock Units                     | \$ 37.19   | 02/01/2011                           |  | M                              | 1,500   | <u>(12)</u>  | <u>(12)</u>   | Common Stock | 12,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| MOORTHY GANESH<br>C/O MICROCHIP TECHNOLOGY INCORPORATED<br>2355 WEST CHANDLER BOULEVARD<br>CHANDLER, AZ 85224-6199 |               |           | Exec. VP & COO |       |

## 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) Of the 52,833 shares held, 12,186 shares were held Directly; 40,647 shares were held by Trust.
- (2) Of the 48,133 shares held, 12,186 shares were held Directly; 35,947 shares were held by Trust.
- (3) Of the 56,433 shares held, 12,186 shares were held Directly; 44,247 shares were held by Trust.
- (4) Of the 52,383 shares held, 12,186 shares were held Directly; 40,197 shares were held by Trust.
- (5) Of the 51,105 shares held, 12,186 shares were held Directly; 38,919 shares were held by Trust.
- (6) Of the 53,105 shares held, 12,186 shares were held Directly; 40,919 shares were held by Trust.
- (7) Of the 52,504 shares held, 12,186 shares were held Directly; 40,318 shares were held by Trust.
- (8) Of the 54,004 shares held, 12,186 shares were held Directly; 41,818 shares were held by Trust.
- (9) Of the 53,553 shares held, 12,186 shares were held Directly; 41,367 shares were held by Trust.
- (10) 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.
- (11) The restricted stock units will vest in full on February 1, 2011 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
- (12) 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. 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.