

MICROCHIP TECHNOLOGY INC
 Form 4
 November 18, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 LAMBERT DAVID S

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, Fab Operations

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/15/2013

(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)
				(A) or (D) Code V Amount (D) Price			Shares held Directly and Indirectly, by Trust and By Reporting Person's Children. (1)
Common Stock	11/15/2013		M	4,898 A \$ 43.61	216,759 (1)	I	

Common Stock	11/15/2013		F	2,232	D	\$ 43.61	214,527 ⁽²⁾	I	Shares held Directly and Indirectly, by Trust and By Reporting Person's Children. ⁽²⁾
Common Stock	11/15/2013		M	286	A	\$ 43.61	214,813 ⁽³⁾	I	Shares held Directly and Indirectly, by Trust and By Reporting Person's Children. ⁽³⁾
Common Stock	11/15/2013		F	131	D	\$ 43.61	214,682 ⁽⁴⁾	I	Shares held Directly and Indirectly, by Trust and By Reporting Person's Children. ⁽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. 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)	8. Pr Deriv Secur (Instr. 3)
					Code V (A) (D)		Title	

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Restricted Stock Units	\$ 43.61	11/15/2013	M	4,898	(5)	(5)	Common Stock	4,898
Restricted Stock Units	\$ 43.61	11/15/2013	M	286	(6)	(6)	Common Stock	286

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
Attorney-in-Fact

11/18/2013

__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 216,759 shares held, 8,583 shares were held Directly; 205,387 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..
 - (2) Of the 214,527 shares held, 8,583 shares were held Directly; 203,155 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) Of the 214,813 shares held, 8,583 shares were held Directly; 203,441 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..
 - (4) Of the 214,682 shares held, 8,583 shares were held Directly; 203,310 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..
- Each performance unit represents a contingent right to receive one share of MCHP common stock. The performance units vest in full upon MCHP achieving quarterly non-GAAP earnings per share of \$0.63 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
- (5)
 - (6) The restricted stock units will vest in full on November 15, 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 December 31, 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.