

MICROCHIP TECHNOLOGY INC

Form 4

February 28, 2008

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PARNELL GORDON W

(Last) (First) (Middle)

C/O MICROCHIP TECHNOLOGY
INCORPORATED, 2355 WEST
CHANDLER BOULEVARD

(Street)

CHANDLER, AZ 85224-6199

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MICROCHIP TECHNOLOGY INC
[MCHP]

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

02/26/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/26/2008		M		23,200	A	\$ 23.389	38,734 ⁽³⁾	I	Held Directly and Indirectly by Trust ⁽³⁾
Common Stock	02/26/2008		M		9,000	A	\$ 24.861	15,534 ⁽¹⁾ ⁽²⁾	I	Held Directly and Indirectly by Trust ⁽¹⁾

Common Stock	02/26/2008	S	100	D	\$ 32.68	38,634 ⁽⁴⁾	I	⁽²⁾ Held Directly and Indirectly by Trust ⁽⁴⁾
Common Stock	02/26/2008	S	3,300	D	\$ 32.66	35,334 ⁽⁵⁾	I	Held Directly and Indirectly by Trust ⁽⁵⁾
Common Stock	02/26/2008	S	3,100	D	\$ 32.63	32,234 ⁽⁶⁾	I	Held Directly and Indirectly by Trust ⁽⁶⁾
Common Stock	02/26/2008	S	500	D	\$ 32.61	31,734 ⁽⁷⁾	I	Held Directly and Indirectly by Trust ⁽⁷⁾
Common Stock	02/26/2008	S	10,200	D	\$ 32.6	21,534 ⁽⁸⁾	I	Held Directly and Indirectly by Trust ⁽⁸⁾
Common Stock	02/26/2008	S	5,000	D	\$ 32.58	16,534 ⁽⁹⁾	I	Held Directly and Indirectly by Trust ⁽⁹⁾
Common Stock	02/26/2008	S	10,000	D	\$ 32.59	6,534	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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 24.861	02/26/2008								
			M			9,000	03/31/2001	06/01/2010	Common Stock	9,000
Common Stock Option (Right to Buy)	\$ 23.389	02/26/2008								
			M			23,200	07/01/2004	04/14/2010	Common Stock	23,200

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PARNELL GORDON W C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199	VP and CFO

Signatures

Deborah L. Wussler,
Attorney-in-Fact

02/28/2008

__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) On 10/1/07, the Reporting Person transferred ownership of 116 shares from Direct holding to Indirect holding, by Trust.
- (2) Of the 15,534 shares held, 9,000 shares were held Directly; 6,534 shares were held by Trust.
- (3) Of the 38,734 shares held, 32,200 shares were held Directly; 6,534 shares were held by Trust.
- (4) Of the 38,634 shares held, 32,100 shares were held Directly; 6,534 shares were held by Trust.
- (5) Of the 35,334 shares held, 28,800 shares were held Directly; 6,534 shares were held by Trust.
- (6) Of the 32,234 shares held, 25,700 shares were held Directly; 6,534 shares were held by Trust.
- (7) Of the 31,734 shares held, 25,200 shares were held Directly; 6,534 shares were held by Trust.
- (8) Of the 21,534 shares held, 15,000 shares were held Directly; 6,534 shares were held by Trust.
- (9) Of the 16,534 shares held, 10,000 shares were held Directly; 6,534 shares were held by Trust.

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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