

MICROCHIP TECHNOLOGY INC
 Form 4
 November 04, 2008

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

OMB APPROVAL
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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 *
SANGHI STEVE

 (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)
10/31/2008

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President, CEO, Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/03/2008 | | M | 7,250 A | \$ 24.65 | 4,312,784 ⁽¹⁾ I | Held Directly and Indirectly by Trust ⁽¹⁾ |

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

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number.

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 | \$ 24.65 | 11/03/2008 | | M | | (2) (2) | Common Stock 58,000 |
| Restricted Stock Units | (3) | 10/31/2008 | | A | 6,536 | (4) (4) | Common Stock 6,536 |
| Restricted Stock Units | (3) | 10/31/2008 | | A | 26,703 | (5) (5) | Common Stock 26,703 |
| Restricted Stock Units | (3) | 10/31/2008 | | A | 22,125 | (6) (6) | Common Stock 22,125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANGHI STEVE C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199 | X | | President, CEO, Chairman | |

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

11/04/2008

**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) Of the 4,312,784 shares held, 38,197 shares were held Directly; 4,274,587 shares were held by Trust.
- (2) 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.

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- (3) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.

The restricted stock units will vest in full on the first anniversary of the first business day of the month following the date of grant as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the six month period ending March 31, 2009. Vested shares will be delivered to the reporting person upon vest.

- (4) as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the six month period ending March 31, 2009. Vested shares will be delivered to the reporting person upon vest.
- (5) The restricted stock units will vest in full on the fourth anniversary of the first business day of the month following the date of grant as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the six month period ending March 31, 2009. Vested shares will be delivered to the reporting person upon vest.

- (6) The restricted stock units vest in eight equal quarterly installments beginning November 2, 2009, as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the six month period ending March 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.

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