

SIMONCIC RICHARD J
 Form 4
 February 16, 2011

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 *
 SIMONCIC RICHARD J

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, Analog and Intrfc Prod Div

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2011

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/15/2011 | | M | 476 A | \$ 37.88 124,017 ⁽¹⁾ | I | Held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. ⁽¹⁾ |
| Common Stock | 02/15/2011 | | F | 194 D | \$ 37.88 123,823 ⁽²⁾ | I | Held Directly and Indirectly, |

| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|--------------------|---|---|
| | | | | | | | | | by Trust and by Reporting Person's Wife and Mother-in-Law. <u>(2)</u> |
| Common Stock | 02/15/2011 | | M | 1,558 | A | \$ 37.88 | 125,381 <u>(3)</u> | I | Held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <u>(3)</u> |
| Common Stock | 02/15/2011 | | F | 552 | D | \$ 37.88 | 124,829 <u>(4)</u> | I | Held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <u>(4)</u> |

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) | 8. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 37.88 | 02/15/2011 | | M | 476 | <u>(5)</u> | <u>(5)</u> | Common Stock | 3,810 |
| | \$ 37.88 | 02/15/2011 | | M | 1,558 | <u>(6)</u> | <u>(6)</u> | | 1,558 |

Restricted
Stock
Units

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SIMONCIC RICHARD J C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199 | | | VP, Analog and Intrfc Prod Div | |

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

02/16/2011

**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 124,017 shares held, 7,652 shares were held Directly; 116,140 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
 - (2) Of the 123,823 shares held, 7,652 shares were held Directly; 115,946 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
 - (3) Of the 125,381 shares held, 7,652 shares were held Directly; 117,504 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
 - (4) Of the 124,829 shares held, 7,652 shares were held Directly; 116,952 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
 - (5) The restricted stock units will vest in eight equal quarterly installments beginning February 15, 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.
 - (6) The restricted stock units will vest in full on February 15, 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.

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.