

LAMBERT DAVID S
 Form 4
 May 10, 2011

FORM 4

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

OMB APPROVAL

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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)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Fab Operations

C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD

(Street)

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

CHANDLER, AZ 85224-6199

(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.
Common Stock	05/09/2011		M	2,871 A \$ 24.27	180,919 ⁽¹⁾	I	<u>(1)</u>

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Common Stock	05/09/2011	M	26,000	A	\$ 24.04	206,919 ⁽²⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽²⁾
Common Stock	05/09/2011	M	5,418	A	\$ 27.153	212,237 ⁽³⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽³⁾
Common Stock	05/09/2011	M	39,000	A	\$ 27.153	251,337 ⁽⁴⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽⁴⁾
Common Stock	05/09/2011	M	5,160	A	\$ 21	256,497 ⁽⁵⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽⁵⁾
Common Stock	05/09/2011	S	78,449	D	\$ 40.58	178,048 ⁽⁶⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's

Children.
(6)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	\$ 24.27	05/09/2011		M	2,871	02/17/2003 01/22/2012	Common Stock 2,871
Common Stock Option (Right to Buy)	\$ 24.04	05/09/2011		M	26,000	10/25/2003 10/25/2012	Common Stock 26,000
Common Stock Option (Right to Buy)	\$ 27.153	05/09/2011		M	5,418	07/03/2003 04/03/2012	Common Stock 5,418
Common Stock Option (Right to Buy)	\$ 27.153	05/09/2011		M	39,000	02/17/2005 04/03/2012	Common Stock 39,000
Common Stock Option (Right to Buy)	\$ 21	05/09/2011		M	5,160	08/01/2003 08/01/2012	Common Stock 5,160

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

05/10/2011

**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 180,919 shares held, 11,554 shares were held Directly; 166,576 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
 - (2) Of the 206,919 shares held, 37,554 shares were held Directly; 166,576 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
 - (3) Of the 212,337 shares held, 42,972 shares were held Directly; 166,576 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
 - (4) Of the 251,337 shares held, 81,972 shares were held Directly; 166,576 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
 - (5) Of the 256,497 shares held, 87,132 shares were held Directly; 166,576 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
 - (6) Of the 178,048 shares held, 8,683 shares were held Directly; 166,576 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.

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.