LAMBERT DAVID S

Form 4

August 14, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

MICROCHIP TECHNOLOGY INC

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

LAMBERT DAVID S

1. Name and Address of Reporting Person *

[MCHP] 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director X_ Officer (give title Other (specify (Month/Day/Year) below) C/O MICROCHIP TECHNOLOGY 08/13/2012 VP, Fab Operations **INCORPORATED, 2355 WEST** CHANDLER BOULEVARD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHANDLER, AZ 85224-6199 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of Transaction Disposed of (D) Securities Ownership Indirect Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Shares held Directly and Indirectly, 190,930 (1) Common 08/13/2012 \$ 18.48 Ι M 1.051 by Trust (2) Stock and by Reporting Person's Children. (1)

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| Common Stock | 08/13/2012 | M | 26,000 | A | \$ 18.48 | 216,930 (2) | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. |
|--|---|---|--------------------------|------------------------------------|---|--|--------------|---|
| Common Stock | 08/13/2012 | M | 6,307 | A | \$ 18.48 | 223,237 (3) | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. |
| Common Stock | 08/13/2012 | S | 22,385 | D | \$ 34.8324 | 200,852 (4) | Ι | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. |
| Reminder: Re | eport on a separate line for each cla | ss of securities benef | Perso inforr requi | ons w natio red to ays a | tho respond n contained o respond t | irectly. It to the collect In this form a Inless the form Inless the form Inless the form | are not n | 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. 3. Transaction Date Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code | etiorDo Se S) Ao or (E | Number of erivative ecurities equired (A) Disposed of (b) nstr. 3, 4, | 6. Date Exercis Expiration Date (Month/Day/Ye | • | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |

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and 5)

| | | | | | | , | | | | |
|--|----------|------------|------|---|-----|--------|---------------------|--------------------|-----------------|-------------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Option (Right to Buy) | \$ 18.48 | 08/13/2012 | M | | | 1,051 | 04/09/2004 | 04/09/2013 | Common Stock | 1,051 |
| Common Stock Option (Right to Buy) | \$ 18.48 | 08/13/2012 | M | | | 26,000 | 03/31/2007 | 04/09/2013 | Common Stock | 26,000 |
| Common Stock Option (Right to Buy) | \$ 18.48 | 08/13/2012 | M | | | 6,307 | 04/09/2004 | 04/09/2013 | Common Stock | 6,307 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---------------------------------------|---------------|-----------|------------|-------|--|--|
| 1 | Director | 10% Owner | Officer | Other | | |
| LAMBERT DAVID S | | | | | | |
| C/O MICROCHIP TECHNOLOGY INCORPORATED | | | VP, Fab | | | |
| 2355 WEST CHANDLER BOULEVARD | | | Operations | | | |
| CHANDLER, AZ 85224-6199 | | | | | | |

Signatures

Deborah L. Wussler, as Attorney-in-Fact 08/14/2012

Explanation of Responses:

**Signature of Reporting Person

- * 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).

Date

- Of the 190,930 shares held, 8,683 shares were held Directly; 179,458 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.
- Of the 216,930 shares held, 8,683 shares were held Directly; 205,458 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 223,237 shares held, 8,683 shares were held Directly; 211,765 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 200,852 shares held, 8,683 shares were held Directly;189,380 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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| 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. |
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