LAMBERT DAVID S

11/15/2012

Form 4

November 16, 2012

November 1	0, 2012										
FORM	14_{UNITED}	STATES	SECIII	RITIES A	ND FX	СНА	NGE (COMMISSION	т	APPROVAL	
		shington,				OMB Number:	3235-0287				
Check the if no long	gar	AENT OI		ICEC IN	DENHAL	TOTA	1 011	MEDCHID OF	Expires:	January 31, 2005	
subject to Section	O	TENT OF	CHAN	GES IN SECUR		ICIA	AL OW	NERSHIP OF	Estimated average		
Form 4 o				22001					burden hor response	•	
Form 5 obligation							_	ge Act of 1934, f 1935 or Section	n		
may con See Instr	unue.			vestment	_	•	•		/11		
1(b).											
(Print or Type	Responses)										
	Address of Reporting	Person *	2. Issue	r Name and	l Ticker or	Trad	ing	5. Relationship of Reporting Person(s) to			
LAMBERT	C DAVID S		Symbol MICROCHIP TECHNOLOGY INC [MCHP]					Issuer (Check all applicable)			
(Last)	(First) (1	Middle)	3. Date o	f Earliest Ti	ransaction			Director 10% Owner			
C/O MICRO	OCHIP TECHNO	LOGY	(Month/I	Day/Year)				_X_ Officer (give title Other (specify below)			
	RATED, 2355 W		11/13/2	012				VP,	Fab Operation	IS	
CHANDLE	ER BOULEVARI)									
	(Street)			endment, Da nth/Day/Year	_	al		6. Individual or Jo Applicable Line)	oint/Group File	ing(Check	
			THEU(NO	nui/Day/1eai	.)			_X_ Form filed by			
CHANDLE	ER, AZ 85224-619	99						Person	More than One R	Reporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acc	quired, Disposed o	f, or Beneficia	ally Owned	
1.Title of	2. Transaction Date			3. Transactio	4. Securi			5. Amount of	6.	7. Nature of Indirect	
Security (Instr. 3)	(Month/Day/Year)	Execution any		Code	(Instr. 3,	•		Securities Beneficially	Ownership Form: Direct	Beneficial	
		(Month/D	ay/Year)	(Instr. 8)				Owned Following	(D) or Indirect (I)	Ownership (Instr. 4)	
						(A)		Reported Transaction(s)	(Instr. 4)	, ,	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
					1 11110 4111	(2)	11100			Shares held	
										Directly and	
Common							¢			Indirectly,	
Common Stock	11/15/2012			M	410	A	э 29.61	204,505 (1)	I	by Trust	
										and by Reporting	
										Person's	
										Children. (1)	

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165

D

204,340 (2)

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Common Stock					\$ 29.61			Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. (2)
Common Stock	11/15/2012	M	477	A	\$ 29.61	204,817 (3)	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. (3)
Common Stock	11/15/2012	F	192	D	\$ 29.61	204,625 (4)	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. (4)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474								

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.

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. Transac Code (Instr. 8	Etion I B) S ((I c	ionof Derivative		6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Derivat Securit (Instr. 5
				Code V	V ((A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of	

(9-02)

							ა	onares	
Restricted Stock Units	\$ 29.61	11/15/2012	M	410	(5)	<u>(5)</u>	Common Stock	821	\$ 0
Restricted Stock Units	\$ 29.61	11/15/2012	M	477	<u>(6)</u>	<u>(6)</u>	Common Stock	3,810	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships						
FG	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

**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 204,505 shares held, 8,683 shares were held Directly; 193,033 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.
- (2) Of the 204,340 shares held, 8,683 shares were held Directly; 192,868 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 204,817 shares held, 8,683 shares were held Directly; 193,345 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 204,625 shares held, 8,683 shares were held Directly; 193,153 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.
- (5) The restricted stock units will vest in two equal quarterly installment beginning November 15, 2012 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 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.

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.

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