

MICROCHIP TECHNOLOGY INC
 Form 4
 August 05, 2013

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 *
 CHAPMAN MATTHEW W

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)
 08/01/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	08/01/2013		M		925	A	\$ 41.69
					31,772	I	(1)

Shares held Directly and Indirectly by Trust and by Reporting Person's Children.

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Common Stock	08/05/2013	M	6,000	A	\$ 29.19	38,169 ⁽³⁾	I	Shares held Directly and Indirectly by Trust and by Reporting Person's Children. ⁽³⁾
Common Stock	08/05/2013	M	6,000	A	\$ 31.01	44,169 ⁽⁴⁾	I	Shares held Directly and Indirectly by Trust and by Reporting Person's Children. ⁽⁴⁾
Common Stock	08/05/2013	M	3,000	A	\$ 27.03	47,169 ⁽⁵⁾	I	Shares held Directly and Indirectly by Trust and by Reporting Person's Children. ⁽⁵⁾
Common Stock	08/05/2013	S	15,000	D	\$ 41.5852	32,169 ⁽¹⁾	I	Shares held Directly and Indirectly by Trust and by Reporting Person's Children. ⁽¹⁾

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

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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. 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)	Amount or Number of Shares
Restricted Stock Unit	\$ 41.69	08/01/2013		M	925	<u>(2)</u> <u>(2)</u>	Common Stock	3,699
Common Stock Option (Right to Buy)	\$ 29.19	08/05/2013		M	6,000	08/02/2005 08/02/2014	Common Stock	6,000
Common Stock Option (Right to Buy)	\$ 31.01	08/05/2013		M	6,000	08/01/2006 08/01/2015	Common Stock	6,000
Common Stock Option (Right to Buy)	\$ 27.03	08/05/2013		M	3,000	08/14/2010 08/14/2019	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPMAN MATTHEW W C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199	X			

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

08/05/2013

__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 32,169 shares held, 31,772 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children..
- (2) The restricted stock units vest in four equal annual installments beginning August 1, 2010 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
- (3) Of the 38,169 shares held, 37,772 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children..
- (4) Of the 44,169 shares held, 43,772 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children..
- (5) Of the 47,169 shares held, 46,772 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children..

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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