

MICROCHIP TECHNOLOGY INC
 Form 4
 November 18, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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. (1) |
| Common Stock | 11/15/2013 | | M | 4,898 A \$ 43.61 | 216,759 (1) | I | |

| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|------------------------|---|--|
| Common Stock | 11/15/2013 | | F | 2,232 | D | \$ 43.61 | 214,527 ⁽²⁾ | I | Shares held Directly and Indirectly, by Trust and By Reporting Person's Children. ⁽²⁾ |
| Common Stock | 11/15/2013 | | M | 286 | A | \$ 43.61 | 214,813 ⁽³⁾ | I | Shares held Directly and Indirectly, by Trust and By Reporting Person's Children. ⁽³⁾ |
| Common Stock | 11/15/2013 | | F | 131 | D | \$ 43.61 | 214,682 ⁽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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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. |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|
| | | | | | Code V (A) (D) | | Title | |

| | | | | | Date Exercisable | Expiration Date | | Amount or Number of Shares |
|------------------------------|----------|------------|---|-------|---------------------|--------------------|-----------------|--|
| Restricted Stock Units | \$ 43.61 | 11/15/2013 | M | 4,898 | (5) | (5) | Common Stock | 4,898 |
| Restricted Stock Units | \$ 43.61 | 11/15/2013 | M | 286 | (6) | (6) | Common Stock | 286 |

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

11/18/2013

__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 216,759 shares held, 8,583 shares were held Directly; 205,387 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 214,527 shares held, 8,583 shares were held Directly; 203,155 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 214,813 shares held, 8,583 shares were held Directly; 203,441 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 214,682 shares held, 8,583 shares were held Directly; 203,310 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) Each performance unit represents a contingent right to receive one share of MCHP common stock. The performance units vest in full upon MCHP achieving quarterly non-GAAP earnings per share of \$0.63 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 November 15, 2013 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended December 31, 2009. 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.