

MOORTHY GANESH
Form 4
May 16, 2018

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 *
MOORTHY GANESH

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)
05/15/2018

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/15/2018 | | M | 8,467 A | \$ 93.36 233,634 | I | Shares held Indirectly, by Trust. |
| Common Stock | 05/15/2018 | | F | 3,637 D | \$ 93.36 229,997 | I | Shares held Indirectly, by Trust. |
| Common Stock | 05/15/2018 | | M | 307 A | \$ 93.36 230,304 | I | Shares held Indirectly, by Trust. |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|-----------------------------------|
| Common Stock | 05/15/2018 | F | 132 | D | \$ 93.36 | 230,172 | I | Shares held Indirectly, by Trust. |
| Common Stock | 05/15/2018 | M | 5,172 | A | \$ 93.36 | 235,344 | I | Shares held Indirectly, by Trust. |
| Common Stock | 05/15/2018 | F | 2,222 | D | \$ 93.36 | 233,122 | I | Shares held Indirectly, by Trust. |
| Common Stock | 05/15/2018 | M | 1,678 | A | \$ 93.36 | 234,800 | I | Shares held Indirectly, by Trust. |
| Common Stock | 05/15/2018 | F | 721 | D | \$ 93.36 | 234,079 | I | Shares held Indirectly, by Trust. |
| Common Stock | 05/15/2018 | M | 201 | A | \$ 93.36 | 234,280 | I | Shares held Indirectly, by Trust. |
| Common Stock | 05/15/2018 | F | 87 | D | \$ 93.36 | 234,193 | I | Shares held Indirectly, by Trust. |

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | \$ 93.36 | 05/15/2018 | | M | 8,467 | (1) (1) | Common Stock | 8,467 |
| Restricted Stock Units | \$ 93.36 | 05/15/2018 | | M | 307 | (2) (2) | Common Stock | 307 |

| | | | | | | | | |
|------------------------------|----------|------------|---|-------|------------|------------|-----------------|--------|
| Restricted Stock Units | \$ 93.36 | 05/15/2018 | M | 5,172 | <u>(3)</u> | <u>(3)</u> | Common Stock | 62,067 |
| Restricted Stock Units | \$ 93.36 | 05/15/2018 | M | 1,678 | <u>(4)</u> | <u>(4)</u> | Common Stock | 1,678 |
| Restricted Stock Units | \$ 93.36 | 05/15/2018 | M | 201 | <u>(5)</u> | <u>(5)</u> | Common Stock | 201 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MOORTHY GANESH C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199 | | | COO | |

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

05/16/2018

**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) The restricted stock units will vest in full on May 15, 2018 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 June 30, 2014. Vested shares will be delivered to the reporting person upon vest.

(2) The restricted stock units will vest in full on May 15, 2018 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 June 30, 2015. Vested shares will be delivered to the reporting person upon vest.

(3) The restricted stock units vest in twelve equal quarterly installments beginning November 15, 2017 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended December 31, 2015. Vested shares will be delivered to the reporting person upon vest.

(4) The restricted stock units will vest in full on May 15, 2018 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended June 30, 2016. Vested shares will be delivered to the reporting person upon vest.

(5) The restricted stock units will vest in full on May 15, 2018 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended June 30, 2017. 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.

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