

LAMBERT DAVID S
Form 4
May 11, 2005

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 *
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)
05/10/2005

____ Director
 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/10/2005		M		35,437	A	\$ 7.111	235,315	D	
Common Stock	05/10/2005		S		35,437	D	\$ 27.9336	199,878	D	
Common Stock	05/10/2005		G	V	714	D	\$ 28.14	199,878 ⁽¹⁾	I	Held Directly and Indirectly by Reporting

								Person's Children <u>(1)</u>	
Common Stock	05/10/2005		G	V	200	D	\$ 28.14 199,878 <u>(2)</u>	I	Held Directly and Indirectly, by Reporting Person's Children <u>(2)</u>
Common Stock	05/10/2005		G	V	200	D	\$ 28.14 199,878 <u>(3)</u>	I	Held Directly and Indirectly by Reporting Person's Children <u>(3)</u>
Common Stock	05/10/2005		G	V	200	D	\$ 28.14 199,878 <u>(4)</u>	I	Held Directly and Indirectly by Reporting Person's Children <u>(4)</u>

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.

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

								Number of Shares
Common Stock Option (Right to Buy)	\$ 7.111	05/10/2005		M	35,437	07/21/1999	07/21/2005	Common Stock 35,437

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,
Attorney-in-Fact

05/11/2005

__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 199,878 shares held, 199,164 shares were held Directly; and 714 shares were held by Reporting Person's son.
- (2) Of the 199,878 shares held, 198,964 shares were held Directly; 714 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter.
- (3) Of the 199,878 shares held, 198,964 shares were held Directly; 714 shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; and 200 shares were held by Reporting Person's son.
- (4) Of the 199,878 shares held, 198,964 shares were held Directly; 714 shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter.

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.