MICROCHIP TECHNOLOGY INC

Form 4

November 05, 2007

November 05	, 2007											
FORM	4 INITED	Washington, D.C. 20549								OMB APPROVAL		
	UNITED									3235-0287		
Check this if no longe	ar .								Expires:	January 31, 2005		
subject to Section 16 Form 4 or	SIAIE IV 5.								Estimated average burden hours per response			
Form 5 obligations may continue See Instruction 1(b).	s Section 17(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 Ro	esponses)											
LAMBERT DAVID S Syr			Symbol	Name and				5. Relationship of Reporting Person(s) to Issuer				
		MICROCHIP TECHNOLOGY IN [MCHP]					YINC	(Check all applicable)				
INCORPOR	(First) (PECHNO ATED, 2355 WIR BOULEVARD	LOGY EST	3. Date of (Month/D)	•	ransaction			DirectorX Officer (give below) VP,		% Owner ner (specify		
CHANDI FE	(Street)	1		ndment, Da nth/Day/Year	_	ıl		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	One Reporting P	erson		
(City)		(Zip)	m			a	•.•	Person				
							•	quired, Disposed of	f, or Beneficia 6.	•		
1.Title of Security (Month/Day/Year) Execution Date (Instr. 3) Execution Date any (Month/Day/Y			Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Common Stock	10/24/2007			G	625	D	\$ 32	158,441 (1) (2)	I	Held Directly and Indirectly by Trust and Reporting Person's		

children (1)

(2)

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Common Stock	10/24/2007	G	625	D	\$ 32	158,441 <u>(5)</u>	I	Held Directly and Indirectly by Trust and by Reporting Person's children (5)
Common Stock	11/01/2007	G	500	D	\$ 32.44	157,941 <u>(6)</u>	I	Held Directly and Indirectly by Trust and Reporting Person's children (6)
Common Stock	11/02/2007	G	800	D	\$ 32.67	157,141 <u>(7)</u>	I	Held Directly and Indirectly by Trust and Reporting Person's children (7)
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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date decurities (Month/Day/Year) Acquired A) or Disposed of D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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Restricted Stock Unit (3) 11/02/2007 A 5,619 (4) (4) Common Stock Unit 5,619

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

**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) On 10/1/07, the Reporting Person transferred ownership of 144 shares from Direct holding to Indirect holding, by Trust.
- (2) Of the 158,441 shares held, 154,756 shares were held Directly; 1,521 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 825 shares were held by Reporting Person's daughter.
- (3) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.
- (4) The restricted stock units will vest in full on the first business day of the month of the fourth anniversary of the date of grant as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for gross margin and operating income in the six month period ending March 31, 2008 as determined in accordance with generally accepted accounting principles.
- Of the 158,441 shares held, 154,131 shares were held Directly; 1,521 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- (6) Of the 157,941 shares held, 153,631 shares were held Directly; 1,521 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- (7) Of the 157,141 shares held, 152,831 shares were held Directly; 1,521 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 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.

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