LAMBERT DAVID S

05/15/2011

Form 4 May 17, 2011

May 17, 201	11										
FORM 4 UNITED STATES SECURITIES AND EVCHANCE COMMISSION									OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check the if no lon	ger								Expires:	January 31, 2005	
subject t Section Form 4 o	STATEN 16. or		SECUR	RITIES			NERSHIP OF	Estimated burden hor response	average urs per		
Form 5 obligation may con See Instruction 1(b).	Section 17(a) of the	Public U		ding Cor	npan	y Act of	ge Act of 1934, f 1935 or Sectio 40	on		
(Print or Type	Responses)										
LAMBERT DAVID S Symbol								5. Relationship of Reporting Person(s) to Issuer			
			[MCHF	OCHIP TE ']	ECHNOI	JOG	YINC	(Check all applicable)			
(Last)	(First) (I	Middle)		Date of Earliest Transaction onth/Day/Year)				Director 10% OwnerX_ Officer (give title Other (specify			
			05/15/2	· · · · · · · · · · · · · · · · · · ·				below) VP, Fab Operations			
			If Amendment, Date Original led(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
CHANDLE	ER, AZ 85224-619	99						Person	More than One R	Reporting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acc	quired, Disposed o	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Execution any (Month/D	n Date, if	3. Transaction Code (Instr. 8)	(Instr. 3,	spose 4 and (A) or	d of (D) 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	05/15/2011			Code V		(D)	Price \$ 40.31		I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. (1)	

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D 178,333 (2) I

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Common Stock					\$ 40.31			Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. (2)
Common Stock	05/15/2011	M	497	A	\$ 40.31	178,830 (3)	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. (3)
Common Stock	05/15/2011	F	200	D	\$ 40.31	178,630 (4)	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. (4)
Reminder: Rep	ort on a separate line for each class of secur	rities benef	icially ow	ned di	rectly or i	ndirectly.		

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.

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)	onof Derivative	6. Date Exerc Expiration Da (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and A	Securities	8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of	

SEC 1474

(9-02)

								Shares	
Restricted Stock Units	\$ 40.31	05/15/2011	M	476	<u>(5)</u>	<u>(5)</u>	Common Stock	3,810	\$ 0
Restricted Stock Units	\$ 40.31	05/15/2011	M	497	<u>(6)</u>	<u>(6)</u>	Common Stock	497	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships						
FG	Director	10% Owner	Officer	Other			
LAMBERT DAVID S							
C/O MICROCHIP TECHNOLOGY INCORPORATED			VP, Fab				
2355 WEST CHANDLER BOULEVARD			Operations				
CHANDLER, AZ 85224-6199			_				

Signatures

Deborah L. Wussler, as Attorney-in-Fact 05/17/2011

**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 178,524 shares held, 8,683 shares were held Directly; 167,052 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.
- (2) Of the 178,333 shares held, 8,683 shares were held Directly; 166,861 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.
- (3) Of the 178,830 shares held, 8,683 shares were held Directly; 167,549 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.
- (4) Of the 178,630 shares held, 8,683 shares were held Directly; 166,852 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.
- (5) The restricted stock units will vest in eight equal quarterly installments beginning February 15, 2011 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 May 15, 2011 as long as the individual remains a service provider through the vesting date. 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.

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