

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

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 *
 SANGHI STEVE

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)
 11/15/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, CEO, Chairman

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	11/15/2013		M	27,937	A	\$ 27.05	5,101,789 ⁽¹⁾ I	Shares held Indirectly, by Trust and by Family Limited Partnership ⁽¹⁾
Common Stock	11/15/2013		S	27,937	D	\$ 43.45	5,073,852 ⁽²⁾ I	Shares held Indirectly, by Trust and

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Common Stock	11/15/2013	M	28,570	A	\$ 43.61	5,102,422 ⁽³⁾	I	by Family Limited Partnership ⁽²⁾ Shares held Indirectly, by Trust and by Family Limited Partnership ⁽³⁾
Common Stock	11/15/2013	M	718	A	\$ 43.61	5,103,140 ⁽⁴⁾	I	Shares held Indirectly, by Trust and by Family Limited Partnership ⁽⁴⁾
Common Stock	11/15/2013	M	3,500	A	\$ 43.61	5,106,640 ⁽⁵⁾	I	Shares held Indirectly, by Trust and by Family Limited Partnership ⁽⁵⁾
Common Stock	11/18/2013	M	10,000	A	\$ 27.05	5,116,640 ⁽⁶⁾	I	Shares held Indirectly, by Trust and by Family Limited Partnership
Common Stock	11/18/2013	S	10,000	D	\$ 43.26	5,106,640 ⁽⁷⁾	I	Shares held Indirectly, by Trust and by Family Limited Partnership ⁽⁸⁾
Common Stock	11/18/2013	S	32,788	D	\$ 43.43	5,073,852 ⁽²⁾	I	Shares held Indirectly, by Trust and by Family Limited Partnership ⁽²⁾

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Option (Right to Buy)	\$ 27.05	11/15/2013		M	27,937	03/31/2008 04/01/2014	Common Stock	145,000	
Restricted Stock Units	\$ 43.61	11/15/2013		M	28,570	<u>(9)</u> <u>(9)</u>	Common Stock	28,570	
Restricted Stock Units	\$ 43.61	11/15/2013		M	718	<u>(10)</u> <u>(10)</u>	Common Stock	718	
Restricted Stock Units	\$ 43.61	11/15/2013		M	3,500	<u>(11)</u> <u>(11)</u>	Common Stock	14,000	
Common Stock Option (Right to Buy)	\$ 27.05	11/18/2013		M	10,000	03/31/2007 04/01/2014	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANGHI STEVE C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199	X		President, CEO, Chairman	

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 5,101,789 shares held, 2,064,853 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership..
- (2) Of the 5,073,852 shares held, 2,036,916 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (3) Of the 5,102,422 shares held, 2,065,486 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (4) Of the 5,103,140 shares held, 2,066,204 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (5) Of the 5,106,640 shares held, 2,069,704 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (6) Of the 5,116,640 shares held, 2,079,704 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (7) Of the 5,106,640 shares held, 2,069,704 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (8) Of the 5,095,391 shares held, 2,058,455 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (9) 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.
- (10) 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.
- (11) The restricted stock units will vest in four equal quarterly installments beginning May 15, 2013, 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.