

LITTLE MITCHELL R
 Form 4
 February 19, 2019

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 *
 LITTLE MITCHELL R

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)
 02/15/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, WW Sales and Appns.

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	02/15/2019		M	4,257	A \$ 91.1	11,950	D
Common Stock	02/15/2019		F	1,304	D \$ 91.1	10,646	D
Common Stock	02/15/2019		M	2,426	A \$ 91.1	13,072	D
Common Stock	02/15/2019		F	715	D \$ 91.1	12,357	D
	02/15/2019		M	135	A	12,492	D

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Common Stock					\$ 91.1		
Common Stock	02/15/2019	F	40	D	\$ 91.1	12,452	D
Common Stock	02/15/2019	M	220	A	\$ 91.1	12,672	D
Common Stock	02/15/2019	F	65	D	\$ 91.1	12,607	D

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)	8. Pr Deri Secu (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 91.1	02/15/2019		M	4,257	(1)	(1)	Common Stock	4,257
Restricted Stock Units	\$ 91.1	02/15/2019		M	2,426	(2)	(2)	Common Stock	29,115
Restricted Stock Units	\$ 91.1	02/15/2019		M	135	(3)	(3)	Common Stock	135
Restricted Stock Units	\$ 91.1	02/15/2019		M	220	(4)	(4)	Common Stock	220

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

LITTLE MITCHELL R
C/O MICROCHIP TECHNOLOGY INCORPORATED
2355 WEST CHANDLER BOULEVARD
CHANDLER, AZ 85224-6199

VP, WW
Sales and
Appns.

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

02/19/2019

__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 February 15, 2019 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expenses in the quarter ended March 31, 2015. Vested shares will be delivered to the reporting person upon vest.

(2) 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. Vested shares will be delivered to the reporting person upon vest.

(3) The restricted stock units will vest in full on February 15, 2019 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 March 31, 2016. Vested shares will be delivered to the reporting person upon vest.

(4) The restricted stock units will vest in full on February 15, 2019 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 March 31, 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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