SANGHI STEVE Form 4 April 04, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SANGHI STEVE Issuer Symbol MICROCHIP TECHNOLOGY INC (Check all applicable) [MCHP] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O MICROCHIP TECHNOLOGY 04/01/2011 President, CEO, Chairman

INCORPORATED, 2355 WEST CHANDLER BOULEVARD

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> > Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CHANDLER, AZ 85224-6199

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect

(Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Shares held Common Directly and 4,677,957 (1) I Stock Indirectly, by Trust. (1)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 of orDerivative 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	04/01/2011		A	24,894	<u>(3)</u>	<u>(3)</u>	Common Stock	24,894	
Restricted Stock Units	(2)	04/01/2011		A	14,000	<u>(4)</u>	<u>(4)</u>	Common Stock	14,000	
Restricted Stock Units	(2)	04/01/2011		A	14,000	<u>(5)</u>	<u>(5)</u>	Common Stock	14,000	
Restricted Stock Units	(2)	04/01/2011		A	14,000	<u>(6)</u>	<u>(6)</u>	Common Stock	14,000	

Reporting Owners

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

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Signatures

Deborah L. Wussler, as Attorney-in-Fact 04/04/2011

**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 4,677.957 shares held, 45,554 shares were held Directly; 4,632,403 shares were held by Trust.
- (2) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.

Reporting Owners 2

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- The restricted stock units will vest in full on May 15, 2015 as long as the individual remains a service provider through the vesting date (3) and the Company achieves performance targets for operating profit in the quarter ended June 30, 2011. Vested shares will be delivered to the reporting person upon vest.
- The restricted stock units will vest in four equal quarterly installments beginning May 15, 2012, 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 June 30, 2011. Vested shares will be delivered to the reporting person upon vest.
- The restricted stock units will vest in four equal quarterly installments beginning May 15, 2013, as long as the individual remains a (5) service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended June 30, 2011. Vested shares will be delivered to the reporting person upon vest.
- The restricted stock units will vest in four equal quarterly installments beginning May 15, 2014, as long as the individual remains a

 (6) service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended June 30, 2011. 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.