

Bjornholt James Eric
 Form 4
 February 02, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Bjornholt James Eric

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)
 02/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP and CFO

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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/01/2011		M	77	A	\$ 37.19	9,030	D
Common Stock	02/01/2011		F	24	D	\$ 37.19	9,006	D
Common Stock	02/01/2011		M	337	A	\$ 37.19	9,343	D
Common Stock	02/01/2011		F	118	D	\$ 37.19	9,225	D
	02/01/2011		M	3,500	A	\$ 37.19	12,725	D

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Common Stock								
Common Stock	02/01/2011		F	1,164	D	\$ 37.19	11,561	D
Common Stock	02/02/2011		M	1,172	A	\$ 26.14	12,733	D
Common Stock	02/02/2011		M	3,000	A	\$ 27.05	15,733	D
Common Stock	02/02/2011		M	1,500	A	\$ 27.05	17,233	D
Common Stock	02/02/2011		S	5,672	D	\$ 37.219	11,561	D

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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	\$ 37.19	02/01/2011		M	337	<u>(1)</u>	<u>(1)</u>	Common Stock	1,354
Restricted Stock Units	\$ 37.19	02/01/2011		M	77	<u>(2)</u>	<u>(2)</u>	Common Stock	615
Restricted Stock Units	\$ 37.19	02/01/2011		M	3,500	<u>(3)</u>	<u>(3)</u>	Common Stock	3,500
Common Stock Option	\$ 26.14	02/02/2011		M	1,172	10/09/2004	10/09/2013	Common Stock	1,172

