

DREHOBL STEPHEN V
 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 *
 DREHOBL STEPHEN V

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)

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP, Security, MCU & Tech Div.

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)		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)
				Code	V Amount or Price			
Common Stock	02/01/2011		M		3,200	A \$ 37.19	12,370	D
Common Stock	02/01/2011		F		981	D \$ 37.19	11,389	D
Common Stock	02/01/2011		M		863	A \$ 37.19	12,252	D
Common Stock	02/01/2011		F		265	D \$ 37.19	11,987	D
	02/01/2011		M		2,000	A \$ 27.05	13,987	D

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Common Stock							
Common Stock	02/01/2011		M	10,000	A	\$ 26.25	23,987 D
Common Stock	02/01/2011		M	4,000	A	\$ 27.05	27,987 D
Common Stock	02/01/2011		S	16,000	D	\$ 37.234	11,987 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 37.19	02/01/2011		M	3,200	<u>(1)</u>	<u>(1)</u>	Common Stock	12,800
Restricted Stock Units	\$ 37.19	02/01/2011		M	863	<u>(2)</u>	<u>(2)</u>	Common Stock	6,900
Common Stock Option (Right to Buy)	\$ 27.05	02/01/2011		M	2,000	03/31/2007	04/01/2014	Common Stock	2,000
Common Stock Option (Right to Buy)	\$ 26.25	02/01/2011		M	10,000	07/21/2005	07/21/2014	Common Stock	10,000
Common Stock	\$ 27.05	02/01/2011		M	4,000	03/31/2008	04/01/2014	Common Stock	28,000

Option
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DREHOBL STEPHEN V C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199			VP, Security, MCU & Tech Div.	

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

02/02/2011

**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) The restricted stock units vest in four equal quarterly installments beginning May 1, 2010. Vested shares will be delivered to the reporting person upon vest.
 - (2) The restricted stock units vest in eight equal quarterly installments beginning February 1, 2010, 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.
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