

SIMONCIC RICHARD J
 Form 4
 February 02, 2011

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 *
 SIMONCIC RICHARD J

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)
 01/31/2011

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP, Analog and Intrfc Prod 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) (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) Code V Amount (D) Price			
Common Stock	01/31/2011		M	5,919 A \$ 15.917	129,460 ⁽¹⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law.
Common Stock	01/31/2011		M	30,000 A \$ 15.917	159,460 ⁽²⁾	I	Shares held Directly and

Common Stock	01/31/2011	M	1,690	A	\$ 15.86	161,150 ⁽³⁾	I	Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. ⁽²⁾ Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. ⁽³⁾
Common Stock	01/31/2011	M	2,194	A	\$ 24.267	163,344 ⁽⁴⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. ⁽⁴⁾
Common Stock	01/31/2011	S	39,803	D	\$ 36.847	123,541 ⁽⁵⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law.
Common Stock	02/01/2011	M	2,750	A	\$ 37.19	126,291 ⁽⁶⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. ⁽⁶⁾
Common Stock	02/01/2011	F	843	D	\$ 37.19	125,448 ⁽⁷⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife

Common Stock	02/01/2011	M	575	A	\$ 37.19	126,023 ⁽⁸⁾	I	and Mother-in-Law. <u>(7)</u> Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <u>(8)</u>
Common Stock	02/01/2011	F	177	D	\$ 37.19	125,846 ⁽⁹⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <u>(9)</u>

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	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 15.917	01/31/2011		M	5,919	07/02/2002 04/02/2011	Common Stock	5,919	
Common Stock	\$ 15.917	01/31/2011		M	30,000	03/31/2005 04/02/2011	Common Stock	30,000	

Option
(Right to
Buy)

Common
Stock

Option (Right to Buy)	\$ 15.86	01/31/2011	M	1,690	06/01/2002	06/01/2011	Common Stock	1,690
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Common
Stock

Option (Right to Buy)	\$ 24.267	01/31/2011	M	2,194	02/17/2003	01/22/2012	Common Stock	2,194
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Restricted
Stock
Units

Restricted Stock Units	\$ 37.19	02/01/2011	M	2,750	<u>(10)</u>	<u>(10)</u>	Common Stock	11,000
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SIMONCIC RICHARD J
C/O MICROCHIP TECHNOLOGY
INCORPORATED
2355 WEST CHANDLER BOULEVARD
CHANDLER, AZ 85224-6199

VP, Analog and Intrfc Prod
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) Of the 129,460 shares held, 7,652 shares were held Directly; 121,583 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (2) Of the 159,460 shares held, 7,652 shares were held Directly; 151,583 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (3) Of the 161,150 shares held, 7,652 shares were held Directly; 153,273 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (4) Of the 163,344 shares held, 7,652 shares were held Directly; 155,467 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.

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- (5) Of the 123,541 shares held, 7,652 shares were held Directly; 115,664 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (6) Of the 126,291 shares held, 7,652 shares were held Directly; 118,414 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (7) Of the 125,448 shares held, 7,652 shares were held Directly; 117,571 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (8) Of the 126,023 shares held, 7,652 shares were held Directly; 118,146 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (9) Of the 125,846 shares held, 7,652 shares were held Directly; 117,969 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (10) 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.
- (11) 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. 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.