

SIMONCIC RICHARD J
 Form 4
 February 04, 2009

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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, Analog and Intrfc Prod Div

(Last) (First) (Middle)
 C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2009

(Street)
 CHANDLER, AZ 85224-6199

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

(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)
Common Stock	02/01/2009		M	1,375 A	\$ 19.14 78,370 ⁽¹⁾	I	Held Directly and Indirectly by Trust and Reporting Person's Wife and Mother-in-Law. ⁽¹⁾
Common Stock	02/01/2009		F	529 D	\$ 19.14 77,841 ⁽²⁾	I	Held Directly and Indirectly

Common Stock	02/04/2009		S ⁽³⁾	846	D	\$ 19.11	76,995 ⁽⁴⁾	I	by Trust and Reporting Person's Wife and Mother-in-Law. ⁽²⁾ Held Directly and Indirectly by Trust and Reporting Person's Wife and Mother-in-Law. ⁽⁴⁾
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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 (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 19.14	02/01/2009		M	1,375	⁽⁵⁾	⁽⁵⁾	Common Stock	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SIMONCIC RICHARD J C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD	VP, Analog and Intrfc Prod Div

CHANDLER, AZ 85224-6199

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

02/04/2009

__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 78,370 shares held, 5,901 shares were held Directly; 72,244 shares were held by Trust; and 225 shares were held by Reporting Person's Wife and Mother-in-Law.
- (2) Of the 77,841 shares held, 5,901 shares were held Directly; 71,715 shares were held by Trust; and 225 shares were held by Reporting Person's Wife and Mother-in-Law.
- (3) The sale(s) reported in this Form 4 was/were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 17, 2008.
- (4) Of the 76,995 shares held, 5,901 shares were held Directly; 70,869 shares were held by Trust; and 225 shares were held by Reporting Person's Wife and Mother-in-Law.
- (5) The restricted stock units vest in eight equal quarterly installments beginning May 1, 2008. 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.