

DREHOBL STEPHEN V
 Form 4
 February 02, 2010

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

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/01/2010

(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)		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	02/01/2010		M		1,600 A \$ 26.51	9,861	D	
Common Stock	02/01/2010		F		621 D \$ 26.51	9,240	D	
Common Stock	02/01/2010		M		75 A \$ 26.51	9,315	D	
Common Stock	02/01/2010		F		30 D \$ 26.51	9,285	D	
	02/01/2010		M		862 A	10,147	D	

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Common Stock					\$ 26.51		
Common Stock	02/01/2010	F	335	D	\$ 26.51	9,812	D
Common Stock	02/01/2010	M	500	A	\$ 26.51	10,312	D
Common Stock	02/01/2010	F	194	D	\$ 26.51	10,118	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)	8. Pr Deri Secu (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 26.51	02/01/2010		M	1,600	<u>(1)</u>	<u>(1)</u>	Common Stock	12,800
Restricted Stock Units	\$ 26.51	02/01/2010		M	75	<u>(2)</u>	<u>(2)</u>	Common Stock	150
Restricted Stock Units	\$ 26.51	02/01/2010		M	862	<u>(3)</u>	<u>(3)</u>	Common Stock	6,900
Restricted Stock Units	\$ 26.51	02/01/2010		M	500	<u>(4)</u>	<u>(4)</u>	Common Stock	500

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

02/02/2010

__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 eight equal quarterly installments beginning May 1, 2008. Vested shares will be delivered to the reporting person upon vest.

The restricted stock units will vest 50% on November 1, 2009 and 50% on February 1, 2010 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating income in the six month period ending September 30, 2008.

(3) The restricted stock units vest in four equal quarterly installments of 862 shares beginning on February 1, 2010 and in four equal quarterly installments of 863 shares beginning on February 1, 2011, 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 ending June 30, 2009. Vested shares will be delivered to the reporting person upon vest.

(4) The restricted stock units will vest in full on February 1, 2010 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, 2009. 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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