

MOORTHY GANESH
Form 4
May 04, 2010

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 *
MOORTHY GANESH

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)
Exec. VP & COO

(Last) (First) (Middle)

C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2010

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/03/2010		M		1,500	A	\$ 29.67	37,584 ⁽¹⁾	I	Shares held Directly and Indirectly, by Trust ⁽¹⁾
Common Stock	05/03/2010		F		489	D	\$ 29.67	37,095 ⁽²⁾	I	Shares held Directly and Indirectly, by Trust ⁽²⁾

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Common Stock	05/01/2010		M	4,250	A	\$ 29.67	41,345 ⁽³⁾	I	Shares held Directly and Indirectly, by Trust ⁽³⁾
Common Stock	05/01/2010		F	1,385	D	\$ 29.67	39,960 ⁽⁴⁾	I	Shares held Directly and Indirectly, by Trust ⁽⁴⁾

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. Price of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	\$ 29.67	05/03/2010		M	1,500	<u>(5)</u> / <u>(5)</u>	Common Stock	12,000
Restricted Stock Units	\$ 29.67	05/01/2010		M	4,250	<u>(6)</u> / <u>(6)</u>	Common Stock	17,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORTHY GANESH C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199			Exec. VP & COO	

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

05/04/2010

__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) Of the 37,584 shares held, 9,810 shares were held Directly; 27,774 shares were held by Trust.
- (2) Of the 37,095 shares held, 9,321 shares were held Directly; 27,774 shares were held by Trust.
- (3) Of the 41,345 shares held, 13,571 shares were held Directly; 27,774 shares were held by Trust.
- (4) Of the 39,960 shares held, 12,186 shares were held Directly; 27,774 shares were held by Trust.

- 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 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.
- (5) 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 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.
 - (6) 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.

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.