

MOORTHY GANESH
Form 4
February 08, 2012

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 *
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)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP & COO

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)

CHANDLER, AZ 85224-6199

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------------------|---|---------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/06/2012 | | M | | 3,600 | A | \$ 27.153 | 83,785 ⁽¹⁾ | I | By Trust. |
| Common Stock | 02/06/2012 | | M | | 23,000 | A | \$ 27.153 | 106,785 | I | Held by Trust |
| Common Stock | 02/06/2012 | | M | | 900 | A | \$ 27.153 | 107,685 | I | By Trust. |
| Common Stock | 02/06/2012 | | M | | 6,500 | A | \$ 27.153 | 114,185 | I | By Trust. |
| | 02/06/2012 | | S | | 34,000 | D | | 80,185 | I | |

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Common Stock \$ 37.9295 Indirect, by Trust.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Common Stock Option (Right to Buy) | \$ 27.153 | 02/06/2012 | | M | 3,600 | 07/03/2003 04/03/2012 | Common Stock 3,600 |
| Common Stock Option (Right to Buy) | \$ 27.153 | 02/06/2012 | | M | 23,000 | 02/17/2005 04/03/2012 | Common Stock 39,000 |
| Common Stock Option (Right to Buy) | \$ 27.153 | 02/06/2012 | | M | 900 | 03/31/2005 04/03/2012 | Common Stock 24,000 |
| Common Stock Option (Right to Buy) | \$ 27.153 | 02/06/2012 | | M | 6,500 | 02/17/2005 04/03/2012 | Common Stock 16,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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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

02/08/2012

__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 Reporting Person transferred ownership of 12,186 shares from Direct holding to Indirect, by Trust.

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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