

SANGHI STEVE
Form 4
March 02, 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 *
SANGHI STEVE

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)
President, CEO, Chairman

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2012

(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 Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	02/24/2012		G ⁽¹⁾		0 ⁽¹⁾	D	\$ 0	4,765,362 ⁽²⁾	I	Held Directly and Indirectly, by the Sanghi Trust and the Sanghi FLP ⁽²⁾
	03/01/2012		A		910 ⁽³⁾	A		4,766,272 ⁽⁴⁾	I	

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Common Stock	\$ 23.3665	Held Directly and Indirectly, by the Sanghi Trust and the Sanghi FLP <u>(4)</u>
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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANGHI STEVE C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199	X			President, CEO, Chairman

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

03/02/2012

**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).

While no shares were transferred, this transaction represents separate gifts of limited partnership interests in the Sanghi Family Limited Partnership (the "Sanghi FLP") to three entities. Two gifts represented a 8.23% interest each in the Sanghi FLP, and one gift represented a

- (1) 0.02% interest in the Sanghi FLP. The Sanghi FLP is a limited partnership of which the Sanghi LLC (a limited liability company) is the sole general partner with 1.89% interest, the Sanghi Trust is a 81.63% limited partner, the CMW FLP Trust is a 8.23% limited partner, the JSS FLP Trust is a 8.23% limited partner, and the Sanghi Family Foundation is a 0.02% limited partner.
- (2) Of the 4,765,362 shares held, 14,604 shares were held Directly; 1,713,822 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi FLP.
- (3) Shares were acquired under the Microchip Technology Incorporated 2001 Employee Stock Purchase Plan on March 1, 2012, in an exempt transaction pursuant to Rule 16(b)-3(d), paid for by contributions made during the six month period ended February 29, 2012.
- (4) Of the 4,766,272 shares held, 14,604 shares were held Directly; 1,714,732 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi FLP.

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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