MOORTHY GANESH

Form 4/A August 22, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **MOORTHY GANESH**

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

5. Relationship of Reporting Person(s) to

MICROCHIP TECHNOLOGY INC

(Check all applicable)

Exec. VP & COO

[MCHP]

(Middle)

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

Director X_ Officer (give title

10% Owner Other (specify

C/O MICROCHIP TECHNOLOGY **INCORPORATED, 2355 WEST** CHANDLER BOULEVARD

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

08/17/2012

08/15/2012

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. Securition Disposice (Instr. 3, 4)	ed of (· •	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	08/15/2012		M	1,032	A	\$ 35.35	87,939 (2)	I	Shares held by Trust.	
Common Stock	08/15/2012		F	414	D	\$ 35.35	87,525	I	Shares held by Trust.	
Common Stock	08/15/2012		M	10,000	A	\$ 18.48	97,525	I	Shares held by Trust.	

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Common Stock					\$			Shares
	08/15/2012	S	10,000	D	35.4426	87,525	I	held by
					(2)			Trust.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Relationshins

Exec. VP & COO

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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
Restricted Stock Units	\$ 35.35	08/15/2012		M	1,032	<u>(1)</u>	<u>(1)</u>	Common Stock	8,255
Common Stock Option (Right to Buy)	\$ 18.48	08/15/2012		M	10,000	03/31/2007	04/09/2013	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address		Televioliships					
	Director	10% Owner	Officer	Other			

MOORTHY GANESH C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199

Signatures

Deborah L. Wussler, as Attorney-in-Fact 08/22/2012

**Signature of Reporting Person Date

Reporting Owners 2

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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 will vest in eight equal quarterly installments beginning February 15, 2011. Vested shares will be delivered to the reporting person upon vest.
- (2) This Amended Form 4 is filed to accurately report Reporting Person's holdings at the end of the first reported transaction and the correct sale price in the final reported transaction. All subsequent reports filed after this date are deemed to include the modification herein.

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.