

SANGHI STEVE
Form 4
November 16, 2012

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 *
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)
11/14/2012

(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	11/14/2012		M		50,000	A	\$ 18.48
					5,117,849	(1) I	

Shares held Indirectly by the Sanghi Family Trust and the Sanghi Family Limited Partnership.
(1)

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Common Stock	11/15/2012	M	50,000	A	\$ 18.48	5,167,849 ⁽²⁾ I	Shares held Indirectly by the Sanghi Family Trust and the Sanghi Family Limited Partnership. <u>(2)</u>
Common Stock	11/15/2012	M	3,500	A	\$ 29.61	5,171,349 ⁽³⁾ I	Shares held Indirectly by the Sanghi Family Trust and the Sanghi Family Limited Partnership. <u>(3)</u>
Common Stock	11/15/2012	M	4,553	A	\$ 29.61	5,175,902 ⁽⁴⁾ I	Shares held Indirectly by the Sanghi Family Trust and the Sanghi Family Limited Partnership. <u>(4)</u>
Common Stock	11/15/2012	M	2,779	A	\$ 29.61	5,178,681 ⁽⁵⁾ I	Shares held Indirectly by the Sanghi Family Trust and the Sanghi Family Limited Partnership. <u>(5)</u>

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)**

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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 Number Shares
Common Stock Option (Right to Buy)	\$ 18.48	11/15/2012	11/14/2012	M	50,000	03/31/2007	04/09/2013	Common Stock	135,000
Common Stock Option (Right to Buy)	\$ 18.48	11/15/2012		M	50,000	03/31/2007	04/09/2013	Common Stock	135,000
Restricted Stock Units	\$ 29.61	11/15/2012		M	3,500	<u>(6)</u>	<u>(6)</u>	Common Stock	14,000
Restricted Stock Units	\$ 29.61	11/15/2012		M	4,553	<u>(7)</u>	<u>(7)</u>	Common Stock	9,107
Restricted Stock Units	\$ 29.61	11/15/2012		M	2,779	<u>(8)</u>	<u>(8)</u>	Common Stock	22,220

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

11/16/2012

**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) Of the 5,117,849 shares held, 2,080,913 shares were held by the Sanghi Family Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (2) Of the 5,167,849 shares held, 2,130,913 shares were held by the Sanghi Family Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (3) Of the 5,171,349 shares held, 2,134,413 shares were held by the Sanghi Family Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (4) Of the 5,175,902 shares held, 2,138,966 shares were held by the Sanghi Family Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (5) Of the 5,178,681 shares held, 2,141,745 shares were held by the Sanghi Family Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (6) The restricted stock units vest in four equal quarterly installments beginning May 15, 2012. Vested shares will be delivered to the reporting person upon vest.
- (7) The restricted stock units will vest in two equal quarterly installment beginning November 15, 2012 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
- (8) The restricted stock units will vest in eight equal quarterly installments beginning February 15, 2011 as long as the individual remains a service provider through the vesting date. 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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