#### LAMBERT DAVID S

Form 4

February 12, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

0.5

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Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LAMBERT DAVID S			2. Issuer Name and Ticker or Trading Symbol MICROCHIP TECHNOLOGY INC [MCHP]				s	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle)  C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD			3. Date of Earliest Transaction (Month/Day/Year) 02/11/2013				_	Director 10% Owner Symbol Other (specify below) VP, Fab Operations			
(Street) CHANDLER, AZ 85224-6199			4. If Amendment, Date Original Filed(Month/Day/Year)				- -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Secui	rities Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Securiti nor Dispose (Instr. 3, 4	d of (	D)	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	02/11/2013			M	7,568	A	\$ 26.14	216,143 (1)	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's	

Children.

(1)

Common Stock	02/11/2013	M	28,000	A	\$ 27.05	244,143 (2)	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children.
Common Stock	02/11/2013	M	2,000	A	\$ 27.05	246,143 (3)	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children.
Common Stock	02/11/2013	M	10,000	A	\$ 26.25	256,143 <u>(4)</u>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children.
Common Stock	02/11/2013	M	28,000	A	\$ 25.29	284,143 (5)	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children.
Common Stock	02/11/2013	S	75,568	D	\$ 36.3097	208,575 (6)	I	Shares held Directly and

									by Trust and by Reporting Person's Children.	
Common Stock	02/12/201	3	G V	1,000 1	D \$36	5.62	207,575 (7)	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children.	
Reminder: R	eport on a sepa	arate line for each clas	ss of securities benefi	Person informa require	s who re ation cor d to resp s a curre	spond ntained oond u	rectly. I to the collect I in this form Inless the form Inlid OMB con	are not m	EC 1474 (9-02)	
			tive Securities Acquuts, calls, warrants,							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		Code	5. Numb orDerivation Securities Acquired or Dispo (D) (Instr. 3, and 5)	ve es d (A) esed of	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 26.14	02/11/2013		M	7	,568	10/09/2004	10/09/2013	Common Stock	7,568
Common Stock Option (Right to	\$ 27.05	02/11/2013		M	28	3,000	03/31/2008	04/01/2014	Common Stock	28,000

Buy)

Indirectly,

Common Stock Option (Right to Buy)	\$ 27.05	02/11/2013	M	2,000	03/31/2007	04/01/2014	Common Stock	2,000
Common Stock Option (Right to Buy)	\$ 26.25	02/11/2013	M	10,000	07/21/2005	07/21/2014	Common Stock	10,000
Common Stock Option (Right to Buy)	\$ 25.29	02/11/2013	M	28,000	03/31/2009	04/01/2015	Common Stock	28,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LAMBERT DAVID S							
C/O MICROCHIP TECHNOLOGY INCORPORATED			VP, Fab				
2355 WEST CHANDLER BOULEVARD			Operations				
CHANDLER, AZ 85224-6199							

### **Signatures**

Deborah L. Wussler, as Attorney-in-Fact 02/12/2013

\*\*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).
- Of the 216,143 shares held, 8,683 shares were held Directly; 204,671 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.
- Of the 244,143 shares held, 8,683 shares were held Directly; 232,671 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.
- (3) Of the 246,143 shares held, 8,683 shares were held Directly; 234,671 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.
- (4) Of the 256,143 shares held, 8,683 shares were held Directly; 244,671 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.
- Of the 284,143 shares held, 8,683 shares were held Directly; 272,671 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.
- (6) Of the 208,575 shares held, 8,683 shares were held Directly; 197,103 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.

**(7)** 

Reporting Owners 4

Of the 207,575 shares held, 8,683 shares were held Directly; 196,103 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.

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.