

LAMBERT DAVID S

Form 4

December 07, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMBERT DAVID S

(Last) (First) (Middle)

C/O MICROCHIP TECHNOLOGY
INCORPORATED, 2355 WEST
CHANDLER BOULEVARD

(Street)

CHANDLER, AZ 85224-6199

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MICROCHIP TECHNOLOGY INC
[MCHP]

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

11/29/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP, Fab Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Beneficial Ownership (Instr. 4)
Common Stock	11/29/2010		G	450	D \$ 34.08 173,070 ⁽¹⁾	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children.

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Common Stock	11/29/2010	G	300	D	\$ 34.08	172,770 ⁽²⁾	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. <u>(2)</u>
Common Stock	12/06/2010	G	300	D	\$ 35.49	172,470 ⁽³⁾	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. <u>(3)</u>
Common Stock	12/06/2010	G	300	D	\$ 35.49	172,170 ⁽⁴⁾	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. <u>(4)</u>
Common Stock	12/06/2010	M	7,740	A	\$ 15.917	179,910 ⁽⁵⁾	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. <u>(5)</u>
Common Stock	12/06/2010	M	32,400	A	\$ 15.917	212,310 ⁽⁶⁾	I	Shares Held Directly and

Common Stock	12/06/2010	M	1,935	A	\$ 15.86	214,245 ⁽⁷⁾	I	Indirectly by Trust and by Reporting Person's Children. <u>(6)</u> Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. <u>(7)</u> Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. <u>(4)</u>
Common Stock	12/06/2010	S	42,075	D	\$ 35.265	172,170 ⁽⁴⁾	I	

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Common Stock Option (Right to Buy)	\$ 15.917	12/06/2010	M	7,740	07/02/2002	04/02/2011	Common Stock	7,740
Common Stock Option (Right to Buy)	\$ 15.917	12/06/2010	M	32,400	03/31/2005	04/02/2011	Common Stock	32,400
Common Stock Option (Right to Buy)	\$ 15.86	12/06/2010	M	1,935	06/01/2001	06/01/2011	Common Stock	1,935

Reporting Owners

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

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

12/07/2010

__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 173,070 shares held, 8,683 shares were held Directly; 161,598 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
 - (2) Of the 172,770 shares held, 8,683 shares were held Directly; 161,298 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
 - (3) Of the 172,470 shares held, 8,683 shares were held Directly; 160,998 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
 - (4) Of the 172,170 shares held, 8,683 shares were held Directly; 160,698 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
 - (5) Of the 179,910 shares held, 16,423 shares were held Directly; 160,698 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
 - (6) Of the 212,310 shares held, 48,823 shares were held Directly; 160,698 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
 - (7)

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Of the 214,245 shares held, 50,758 shares were held Directly; 160,698 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.

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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