LAMBERT DAVID S

Form 4

February 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

LAMBERT DAVID S

1. Name and Address of Reporting Person *

See Instruction

MICROCHIP TECHNOLOGY INC (Check all applicable) [MCHP] 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director X_ Officer (give title Other (specify (Month/Day/Year) below) C/O MICROCHIP TECHNOLOGY 02/01/2011 VP, Fab Operations **INCORPORATED, 2355 WEST** CHANDLER BOULEVARD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHANDLER, AZ 85224-6199 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Shares held Directly and Indirectly Common by Trust 02/01/2011 M 488 172,658 (1) Stock and by Reporting Person's Children. (1)

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Common Stock	02/01/2011	F	147 I	S \$ 37.19	172,511 (2)	Ι	Shares held Directly and Indirectly by Trust and by Reporting Person's Children.	
Common Stock	02/01/2011	М	2,800	A \$ 37.19	175,311 <u>(3)</u>	I	Shares held Directly and Indirectly by Trust and by Reporting Person's Children.	
Common Stock	02/01/2011	F	943 I	O \$ 37.19	174,368 <u>(4)</u>	I	Shares held Directly and Indirectly by Trust and by Reporting Person's Children.	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)								
	Table II - Derivati (e.g., put	ve Securities Acqu s, calls, warrants,				d		
1. Title of Derivative Security (Instr. 3)	or Exercise	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	Securities	6. Date Exerc ve Expiration Da (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst

 $\begin{array}{ccc} & \text{and 5}) \\ \text{Code} & V & (A) & (D) \end{array}$

Title

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Restricted Stock Units	\$ 37.19	02/01/2011	M	488	<u>(5)</u>	(5)	Common Stock	3,900
Restricted Stock Units	\$ 37.19	02/01/2011	M	2,800	<u>(6)</u>	<u>(6)</u>	Common Stock	11,200

Reporting Owners

Reporting Owner Name / Address	Relationships				
Reporting Owner Funite / Futuress	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 02/02/2011

**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 172,658 shares held, 8,683 shares were held Directly; 161,186 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 172,511 shares held, 8,683 shares were held Directly; 161,039 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 175,311 shares held, 8,683 shares were held Directly; 163,839 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.
- Of the 174,368 shares held, 8,683 shares were held Directly; 162,896 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) The restricted stock units vest in eight equal quarterly installments beginning February 1, 2010, as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
- (6) The restricted stock units vest in four equal quarterly installments beginning May 1, 2010. 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. 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.

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