LITTLE MITCHELL R
Form 4
August 15, 2018

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LITTLE MITCHELL R

(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)
08/14/2018

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 below) _____ Other (specify below)
VP, WW Sales and Appns.

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/15/2018		M		3,726	A	$ 82.34	13,939	D	
Common Stock	08/15/2018		F		1,657	D	$ 82.34	12,282	D	
Common Stock	08/15/2018		M		112	A	$ 82.34	12,394	D	
Common Stock	08/15/2018		F		50	D	$ 82.34	12,344	D	
	08/15/2018		M		133	A		12,477	D	

Common Stock						$ 82.34		
Common Stock	08/15/2018		F	60	D	$ 82.34	12,417	D
Common Stock	08/15/2018		M	2,426	A	$ 82.34	14,843	D
Common Stock	08/15/2018		F	1,079	D	$ 82.34	13,964	D
Common Stock	08/15/2018		M	278	A	$ 82.34	14,042	D
Common Stock	08/15/2012		F	124	D	$ 82.34	13,918	D

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

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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)		8. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	08/14/2018		A		586		(2)	(2)	Common Stock	586	
Restricted Stock Units	$ 82.34	08/15/2018		M			3,726	(3)	(3)	Common Stock	3,726	
Restricted Stock Units	$ 82.34	08/15/2018		M			112	(3)	(3)	Common Stock	112	
Restricted Stock Units	$ 82.34	08/15/2018		M			133	(3)	(3)	Common Stock	133	
	$ 82.34	08/15/2018		M			2,426	(4)	(4)		29,115	

Restricted Stock Units							Common Stock	
Restricted Stock Units	$ 82.34	08/15/2018	M	278	(3)	(3)	Common Stock	278

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITTLE MITCHELL R C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199			VP, WW Sales and Appns.	

Signatures

Deborah L. Wussler, as Attorney-in-Fact	08/15/2018
**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) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.

(2) The restricted stock units will vest in full on August 15, 2019 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

(3) The restricted stock units will vest in full on August 15, 2018 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

(4) The restricted stock units vest in twelve equal quarterly installments beginning November 15, 2017 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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