

MOORTHY GANESH
Form 4
November 16, 2011

FORM 4

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

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).

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 *
MOORTHY GANESH

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)
Exec. VP & COO

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2011

C/O MICROCHIP TECHNOLOGY
INCORPORATED, 2355 WEST
CHANDLER BOULEVARD

(Street)

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

CHANDLER, AZ 85224-6199

(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	(A) or (D)	Price			
Common Stock	11/15/2011		M		16,000	A	\$ 27.153	85,219 ⁽¹⁾	I	Shares held Directly and Indirectly, by Trust. ⁽¹⁾
Common Stock	11/15/2011		S		16,000	D	\$ 37.04	69,219 ⁽²⁾	I	Shares held Directly and Indirectly,

Common Stock	11/15/2011	M	1,032	A	\$ 36.87	70,251 ⁽³⁾	I	by Trust. <u>(2)</u>
								Shares held Directly and Indirectly, by Trust. <u>(3)</u>
Common Stock	11/15/2011	F	414	D	\$ 36.87	69,837 ⁽⁴⁾	I	Shares held Directly and Indirectly, by Trust. <u>(4)</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)

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)	\$ 27.153	11/15/2011		M	16,000	02/17/2005 04/03/2012	Common Stock 39,000
Restricted Stock Units	\$ 36.87	11/15/2011		M	1,032	<u>(5)</u> <u>(5)</u>	Common Stock 8,255

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

MOORTHY GANESH
C/O MICROCHIP TECHNOLOGY INCORPORATED
2355 WEST CHANDLER BOULEVARD
CHANDLER, AZ 85224-6199

Exec. VP & COO

Signatures

Deborah L. Wussler, as
Attorney-in-Fact 11/16/2011

__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).
- (1) Of the 85,219 shares held, 12,186 shares were held Directly; 73,033 shares were held by Trust.
- (2) Of the 69,219 shares held, 12,186 shares were held Directly; 57,033 shares were held by Trust.
- (3) Of the 70,251 shares held, 12,186 shares were held Directly; 58,065 shares were held by Trust.
- (4) Of the 69,837 shares held, 12,186 shares were held Directly; 57,651 shares were held by Trust.
- (5) 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. 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.