

LAMBERT DAVID S
Form 4
February 12, 2013

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 *
LAMBERT DAVID S

2. Issuer Name and Ticker or Trading Symbol
MICROCHIP TECHNOLOGY INC
[MCHP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director
 Officer (give title below) _____ Other (specify below)
VP, Fab Operations

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
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⁾

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

Common Stock	02/12/2013		G	V	1,000	D	\$ 36.62	207,575 ⁽⁷⁾	I	Indirectly, by Trust and by Reporting Person's Children. ⁽⁶⁾ Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽⁷⁾
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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.

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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)	\$ 26.14	02/11/2013		M	7,568	10/09/2004 10/09/2013	Common Stock 7,568
Common Stock Option (Right to Buy)	\$ 27.05	02/11/2013		M	28,000	03/31/2008 04/01/2014	Common Stock 28,000

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 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199			VP, Fab Operations	

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).
- (1) 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.
- (2) 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.
- (5) 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)

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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.