

SIMONCIC RICHARD J  
 Form 4  
 February 02, 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 \*  
 SIMONCIC RICHARD J

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)  
 01/31/2011

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 VP, Analog and Intrfc Prod Div

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)   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 01/31/2011                           |  | M                              | 5,919 A   | \$ 15.917 129,460 <sup>(1)</sup>  | I  | Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. |
| Common Stock                    | 01/31/2011                           |  | M                              | 30,000 A  | \$ 15.917 159,460 <sup>(2)</sup>  | I  | Shares held Directly and  |

|              |            |   |        |   |           |                        |   |   |
|--------------|------------|---|--------|---|-----------|------------------------|---|---|
| Common Stock | 01/31/2011 | M | 1,690  | A | \$ 15.86  | 161,150 <sup>(3)</sup> | I | Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <sup>(2)</sup><br>Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <sup>(3)</sup> |
| Common Stock | 01/31/2011 | M | 2,194  | A | \$ 24.267 | 163,344 <sup>(4)</sup> | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <sup>(4)</sup>  |
| Common Stock | 01/31/2011 | S | 39,803 | D | \$ 36.847 | 123,541 <sup>(5)</sup> | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law.   |
| Common Stock | 02/01/2011 | M | 2,750  | A | \$ 37.19  | 126,291 <sup>(6)</sup> | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <sup>(6)</sup>  |
| Common Stock | 02/01/2011 | F | 843    | D | \$ 37.19  | 125,448 <sup>(7)</sup> | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife  |

|              |            |   |     |   |          |                        |   |   |
|--------------|------------|---|-----|---|----------|------------------------|---|---|
| Common Stock | 02/01/2011 | M | 575 | A | \$ 37.19 | 126,023 <sup>(8)</sup> | I | and<br>Mother-in-Law.<br><u>(7)</u><br>Shares held<br>Directly and<br>Indirectly, by<br>Trust and by<br>Reporting<br>Person's Wife<br>and<br>Mother-in-Law.<br><u>(8)</u> |
| Common Stock | 02/01/2011 | F | 177 | D | \$ 37.19 | 125,846 <sup>(9)</sup> | I | Shares held<br>Directly and<br>Indirectly, by<br>Trust and by<br>Reporting<br>Person's Wife<br>and<br>Mother-in-Law.<br><u>(9)</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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Common Stock Option (Right to Buy)         | \$ 15.917  | 01/31/2011                           |  | M                              | 5,919   | 07/02/2002 04/02/2011                                    | Common Stock  | 5,919                      |                            |
| Common Stock                               | \$ 15.917  | 01/31/2011                           |  | M                              | 30,000  | 03/31/2005 04/02/2011                                    | Common Stock  | 30,000                     |                            |

Option  
(Right to  
Buy)

Common  
Stock

|                             |          |            |   |       |            |            |                 |       |
|-----------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Option<br>(Right to<br>Buy) | \$ 15.86 | 01/31/2011 | M | 1,690 | 06/01/2002 | 06/01/2011 | Common<br>Stock | 1,690 |
|-----------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|

Common  
Stock

|                             |           |            |   |       |            |            |                 |       |
|-----------------------------|-----------|------------|---|-------|------------|------------|-----------------|-------|
| Option<br>(Right to<br>Buy) | \$ 24.267 | 01/31/2011 | M | 2,194 | 02/17/2003 | 01/22/2012 | Common<br>Stock | 2,194 |
|-----------------------------|-----------|------------|---|-------|------------|------------|-----------------|-------|

Restricted  
Stock  
Units

|                              |          |            |   |       |             |             |                 |        |
|------------------------------|----------|------------|---|-------|-------------|-------------|-----------------|--------|
| Restricted<br>Stock<br>Units | \$ 37.19 | 02/01/2011 | M | 2,750 | <u>(10)</u> | <u>(10)</u> | Common<br>Stock | 11,000 |
|------------------------------|----------|------------|---|-------|-------------|-------------|-----------------|--------|

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

SIMONCIC RICHARD J  
C/O MICROCHIP TECHNOLOGY  
INCORPORATED  
2355 WEST CHANDLER BOULEVARD  
CHANDLER, AZ 85224-6199

VP, Analog and Intrfc Prod  
Div

## 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).
- (1) Of the 129,460 shares held, 7,652 shares were held Directly; 121,583 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (2) Of the 159,460 shares held, 7,652 shares were held Directly; 151,583 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (3) Of the 161,150 shares held, 7,652 shares were held Directly; 153,273 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (4) Of the 163,344 shares held, 7,652 shares were held Directly; 155,467 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.

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- (5) Of the 123,541 shares held, 7,652 shares were held Directly; 115,664 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (6) Of the 126,291 shares held, 7,652 shares were held Directly; 118,414 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (7) Of the 125,448 shares held, 7,652 shares were held Directly; 117,571 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (8) Of the 126,023 shares held, 7,652 shares were held Directly; 118,146 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (9) Of the 125,846 shares held, 7,652 shares were held Directly; 117,969 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (10) 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.
- (11) 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.

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.