

LAMBERT DAVID S
Form 5
May 02, 2007

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2007

Director 10% Owner
 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 Reporting

(check applicable line)

CHANDLER, AZ 85224-6199

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock | 10/27/2006 | ^ | G | 408 | \$ 162,442 ⁽¹⁾ 32.41 ⁽²⁾ | I | Held Directly and Indirectly by Trust and Reporting Person's |

| | | | | | | | | | |
|--------------|------------|---|---|-------|---|----------|------------------------|---|---|
| Common Stock | 10/30/2006 | Â | G | 2,600 | D | \$ 32.88 | 159,842 ⁽³⁾ | I | Children ⁽²⁾ Held Directly and Indirectly by Trust and Reporting Person's Children ⁽³⁾ |
| Common Stock | 11/01/2006 | Â | G | 325 | D | \$ 32.23 | 159,517 ⁽⁴⁾ | I | Held Directly and Indirectly by Trust and Reporting Person's Children ⁽⁴⁾ |
| Common Stock | 03/02/2007 | Â | G | 410 | D | \$ 35.17 | 159,107 ⁽⁵⁾ | I | Held Directly and Indirectly by Trust and Reporting Person's Children ⁽⁵⁾ |
| Common Stock | 03/02/2007 | Â | G | 810 | D | \$ 35.17 | 158,297 ⁽⁶⁾ | I | Held Directly and Indirectly by Trust and Reporting Person's Children |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|--------------|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|--------------|

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| Security | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------|--|-----|------------------|-----------------|-------|----------------------------|
| | (A) | (D) | | | | |

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 05/02/2007

__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) On 04/24/2007, the Reporting Person transferred ownership of 548 shares from Direct holding to Indirect holding, by Trust.
- (2) Of the 162,442 shares held, 159,526 shares were held Directly; 1,377 shares were held by Trust; 714 shares were held by Reporting Person's son; and 825 shares were held by Reporting Person's daughter.
- (3) Of the 159,842 shares held, 156,926 shares were held Directly; 1,377 shares were held by Trust; 714 shares were held by Reporting Person's son; and 825 shares were held by Reporting Person's daughter.
- (4) Of the 159,517 shares held, 156,601 shares were held Directly; 1,377 shares were held by Trust; 714 shares were held by Reporting Person's son; and 825 shares were held by Reporting Person's daughter.
- (5) Of the 159,107 shares held, 156,191 shares were held Directly; 1,377 shares were held by Trust; 714 shares were held by Reporting Person's son; and 825 shares were held by Reporting Person's daughter.
- (6) Of the 158,297 shares held, 155,381 shares were held Directly; 1,377 shares were held by Trust; 714 shares were held by Reporting Person's son; and 825 shares were held by Reporting Person's daughter.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.