

Bjornholt James Eric
 Form 3
 January 07, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| * ^ Bjornholt James Eric | | (Month/Day/Year) | MICROCHIP TECHNOLOGY INC [MCHP] | |
| (Last) | (First) | (Middle) | 01/01/2009 | |
| C/O MICROCHIP TECHNOLOGY INCORPORATED,^ 2355 WEST CHANDLER BOULEVARD | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| CHANDLER,^ AZ^ 85224-6199 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP and CFO | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 4,880 | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| | (Month/Day/Year) | | Derivative Security | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|------------------------|------------------|-----------------|---------------------|----------------------------|--|--|------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Restricted Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 1,320 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common stock | 249 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 1,354 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 425 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 300 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 425 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 430 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 521 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 311 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 190 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 679 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 152 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 349 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 213 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 760 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 38 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(9)</u> | Â <u>(9)</u> | Common Stock | 615 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 388 | \$ 0 <u>(2)</u> | D | Â |

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| | | | | | | | |
|------------------------|--------|--------|--------------|-------|----------|---|---|
| Restricted Stock Units | Â (6) | Â (6) | Common Stock | 237 | \$ 0 (2) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 846 | \$ 0 (2) | D | Â |
| Restricted Stock Units | Â (10) | Â (10) | Common Stock | 106 | \$ 0 (2) | D | Â |
| Restricted Stock Units | Â (11) | Â (11) | Common Stock | 3,000 | \$ 0 (2) | D | Â |
| Restricted Stock Units | Â (12) | Â (12) | Common Stock | 3,500 | \$ 0 (2) | D | Â |
| Restricted Stock Units | Â (13) | Â (13) | Common Stock | 4,000 | \$ 0 (2) | D | Â |
| Restricted Stock Units | Â (14) | Â (14) | Common Stock | 4,500 | \$ 0 (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bjornholt James Eric C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199 | Â | Â | Â VP and CFO | Â |

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

01/07/2009

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The restricted stock units vest in eight equal quarterly installments beginning May 1, 2008. Vested shares will be delivered to the reporting person upon vest.
 - (2) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.
 - (3) The restricted stock units will vest in four equal quarterly installments beginning May 1, 2010. Vested shares will be delivered to the reporting person upon vest.
 - (4) The restricted stock units will vest in full on the first business day of the month following the fourth anniversary of the date of grant. Vested shares will be delivered to the reporting person upon vest.
 - (5) The restricted stock units will vest in full on the first business day of the month following the second anniversary of the date of grant. Vested shares will be delivered to the reporting person upon vest.
 - (6) The restricted stock units will vest in full on the first business day of the month following the third anniversary of the date of grant. Vested shares will be delivered to the reporting person upon vest.
 - (7) The restricted stock units will vest in two equal quarterly installments beginning November 1, 2009. Vested shares will be delivered to the reporting person upon vest.

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- (8) The restricted stock units will vest in full one year from the date of grant. Vested shares will be delivered to the reporting person upon vest.
- (9) The restricted stock units will vest in one installment of 76 shares on August 1, 2009, and in seven equal quarterly installments of 77 shares each beginning November 1, 2009. Vested shares will be delivered to the reporting person upon vest.
- (10) The restricted stock units will vest in full on the first business day of the month following the first anniversary of the date of grant. Vested shares will be delivered to the reporting person upon vest.
- (11) The restricted stock units will vest in full on February 1, 2010. Vested shares will be delivered to the reporting person upon vest.
- (12) The restricted stock units will vest in full on February 1, 2011. Vested shares will be delivered to the reporting person upon vest.
- (13) The restricted stock units will vest in full on February 1, 2012. Vested shares will be delivered to the reporting person upon vest.
- (14) The restricted stock units will vest in full on February 1, 2013. 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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