

MOORTHY GANESH
Form 4
February 02, 2010

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)

(Last) (First) (Middle)

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

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Exec. VP & COO

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	02/01/2010		M		2,000	A	\$ 26.51	34,057 ⁽¹⁾	I	Shares held Directly and Indirectly, by Trust. ⁽¹⁾
Common Stock	02/01/2010		F		776	D	\$ 26.51	33,281 ⁽²⁾	I	Shares held Directly and Indirectly, by Trust. ⁽²⁾

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Common Stock	02/01/2010		M	152	A	\$ 26.51	33,433 ⁽³⁾	I	Shares held Directly and Indirectly, by Trust. ⁽³⁾
Common Stock	02/01/2010		F	59	D	\$ 26.51	33,374 ⁽⁴⁾	I	Shares held Directly and Indirectly, by Trust. ⁽⁴⁾
Common Stock	02/01/2010		M	1,500	A	\$ 26.51	34,874 ⁽⁵⁾	I	Shares held Directly and Indirectly, by Trust. ⁽⁵⁾
Common Stock	02/01/2010		F	560	D	\$ 26.51	34,314 ⁽⁶⁾	I	Shares held Directly and Indirectly, by Trust. ⁽⁶⁾
Common Stock	02/01/2010		M	850	A	\$ 26.51	35,164 ⁽⁷⁾	I	Shares held Directly and Indirectly, by Trust. ⁽⁷⁾
Common Stock	02/01/2010		F	277	D	\$ 26.51	34,887 ⁽⁸⁾	I	Shares held Directly and Indirectly, by Trust. ⁽⁸⁾

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)	8. Pr Deri Secu (Inst
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 26.51	02/01/2010	M			2,000	<u>(9)</u>	<u>(9)</u>	Common Stock	16,000
Restricted Stock Units	\$ 26.51	02/01/2010	M			152	<u>(10)</u>	<u>(10)</u>	Common Stock	303
Restricted Stock Units	\$ 26.51	02/01/2010	M			1,500	<u>(11)</u>	<u>(11)</u>	Common Stock	12,000
Restricted Stock Units	\$ 26.51	02/01/2010	M			850	<u>(12)</u>	<u>(12)</u>	Common Stock	850

Reporting Owners

Reporting Owner Name / Address

Relationships

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

02/02/2010

**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 34,057 shares held, 7,480 shares were held Directly; 26,577 shares were held by Trust.
- (2) Of the 33,281 shares held, 6,704 shares were held Directly; 26,577 shares were held by Trust.
- (3) Of the 33,433 shares held, 6,856 shares were held Directly; 26,577 shares were held by Trust.
- (4) Of the 33,374 shares held, 6,797 shares were held Directly; 26,577 shares were held by Trust.
- (5) Of the 34,874 shares held, 8,297 shares were held Directly; 26,577 shares were held by Trust.
- (6) Of the 34,314 shares held, 7,737 shares were held Directly; 26,577 shares were held by Trust.
- (7) Of the 35,164 shares held, 8,587 shares were held Directly; 26,577 shares were held by Trust.
- (8) Of the 34,887 shares held, 8,310 shares were held Directly; 26,577 shares were held by Trust.
- (9) 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.

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(10) The restricted stock units will vest 151 shares on November 1, 2009 and 152 shares on February 1, 2010 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating income in the six month period ending September 30, 2008.

(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 and the Company achieves performance targets for operating profit in the quarter ending June 30, 2009. Vested shares will be delivered to the reporting person upon vest.

(12) The restricted stock units will vest in full on February 1, 2010 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended June 30, 2009. 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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