

LAMBERT DAVID S
 Form 4
 May 10, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)
 05/09/2011

____ 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 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 Ownership (Instr. 4)
				(A) or (D)	Price		Shares held Directly and Indirectly, by Trust and by Reporting Person's Children.
Common Stock	05/09/2011		M	2,871 A	\$ 24.27	180,919 ⁽¹⁾	I

⁽¹⁾

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Common Stock	05/09/2011	M	26,000	A	\$ 24.04	206,919 ⁽²⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽²⁾
Common Stock	05/09/2011	M	5,418	A	\$ 27.153	212,237 ⁽³⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽³⁾
Common Stock	05/09/2011	M	39,000	A	\$ 27.153	251,337 ⁽⁴⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽⁴⁾
Common Stock	05/09/2011	M	5,160	A	\$ 21	256,497 ⁽⁵⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽⁵⁾
Common Stock	05/09/2011	S	78,449	D	\$ 40.58	178,048 ⁽⁶⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's

Children.
(6)

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.

SEC 1474
(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)	\$ 24.27	05/09/2011		M	2,871	02/17/2003 01/22/2012	Common Stock 2,871
Common Stock Option (Right to Buy)	\$ 24.04	05/09/2011		M	26,000	10/25/2003 10/25/2012	Common Stock 26,000
Common Stock Option (Right to Buy)	\$ 27.153	05/09/2011		M	5,418	07/03/2003 04/03/2012	Common Stock 5,418
Common Stock Option (Right to Buy)	\$ 27.153	05/09/2011		M	39,000	02/17/2005 04/03/2012	Common Stock 39,000
Common Stock Option (Right to Buy)	\$ 21	05/09/2011		M	5,160	08/01/2003 08/01/2012	Common Stock 5,160

