

MICROCHIP TECHNOLOGY INC
 Form 4
 March 02, 2006

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 *
LAMBERT DAVID S

(Last) (First) (Middle)

C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD

(Street)

CHANDLER, AZ 85224-6199

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MICROCHIP TECHNOLOGY INC [MCHP]

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Fab Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/08/2005		G		15,000	D	\$ 30.81	185,058 ⁽¹⁾	I	Held Directly and Indirectly, by reporting Person's Children ⁽¹⁾
Common Stock	11/08/2005		G		410	D	\$ 30.81	184,648 ⁽²⁾	I	Held Directly

Common Stock	11/09/2005		G	1,625	D	\$ 31.49	183,023 ⁽³⁾	I	Held Directly and Indirectly, by Reporting Person's Children ⁽²⁾
Common Stock	02/03/2006		G	12,000	D	\$ 36.08	171,023 ⁽⁴⁾	I	Held Directly and Indirectly, by Reporting Person's Children ⁽⁴⁾
Common Stock	03/01/2006		A	829 ⁽⁵⁾	A	\$ 22.814	171,852 ⁽⁵⁾ ⁽⁶⁾	I	Held Directly and Indirectly, by Reporting Person's Children ⁽⁶⁾

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,	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. Nu
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4, and 5)

Code	V	(A)	(D)	Date	Expiration	Title	Amount or Number of Shares
				Exercisable	Date		

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

03/02/2006

**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 185,058 shares held, 183,744 shares were held Directly; 714 shares shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter.

(2) Of the 184,648 shares held, 183,334 shares were held Directly; 714 shares shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter.

(3) Of the 183,023 shares held, 181,709 shares were held Directly; 714 shares shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter.

(4) Of the 171,023 shares held, 169,709 shares were held Directly; 714 shares shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter.

(5) Shares were acquired under the Microchip Technology Incorporated 2001 Employee Stock Purchase Plan on March 1, 2006, in an exempt transaction pursuant to Rule 16(b)-3(d), paid for by contributions made during the six month period ended February 28, 2006.

(6) Of the 171,852 shares held, 170,538 shares were held Directly; 714 shares shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter.

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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