

MICROCHIP TECHNOLOGY INC  
 Form 4/A  
 April 13, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
**PARNELL GORDON W**

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)  
**C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/17/2005**

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
**VP and CFO**

(Street)  
**CHANDLER, AZ 85224-6199**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**08/03/2005**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 or Disposed of (A) (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)<br>Code V Amount (D) Price                         |   |  |   |
| Common Stock                    | 05/17/2005                           |  | G                              | 1,300 D \$ 30   | 10,463 <sup>(1)</sup>   | I  | Held by Trust <sup>(1)</sup>                          |
| Common Stock                    | 08/03/2005                           |  | M                              | 12,190 A \$ 8.963   | 22,653 <sup>(2)</sup>   | I  | Held Directly and Indirectly, by Trust <sup>(2)</sup> |
| Common Stock                    | 08/02/2005                           |  | M                              | 8,000 A \$ 10.037   | 30,653 <sup>(3)</sup>   | I  | Held Directly and                                     |

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|              |            |   |                       |   |          |                                      |   |   |
|--------------|------------|---|-----------------------|---|----------|--------------------------------------|---|---|
| Common Stock | 08/02/2005 | M | 1 <sup>(4)</sup>      | A | \$ 5.778 | 30,654 <sup>(5)</sup> <sup>(6)</sup> | I | Indirectly, by Trust <sup>(3)</sup>                   |
| Common Stock | 08/02/2005 | S | 20,191 <sup>(7)</sup> | D | \$ 31.02 | 10,463 <sup>(8)</sup>                | I | Held Directly and Indirectly, by Trust <sup>(5)</sup> |
| Common Stock | 08/02/2005 | S | 20,191 <sup>(7)</sup> | D | \$ 31.02 | 10,463 <sup>(8)</sup>                | I | Held by Trust   |

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.**

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Common Stock Option (Right to Buy)         | \$ 8.963   | 08/02/2005                           |  | M                              | 12,190  | 07/01/2001 04/17/2007                                    | Common Stock 12,190   |
| Common Stock Option (Right to Buy)         | \$ 10.037  | 08/02/2005                           |  | M                              | 8,000   | 04/14/2000 04/14/2009                                    | Common Stock 8,000  |
| Common Stock Option (Right to Buy)         | \$ 5.778   | 08/02/2005                           |  | M                              | 1 <sup>(4)</sup>  | 10/09/1999 10/09/2008                                    | Common Stock 1  |

