

MICROCHIP TECHNOLOGY INC
 Form 4
 February 28, 2008

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

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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/26/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP and CFO

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	02/26/2008		M		23,200	A	\$ 23.389	38,734 ⁽³⁾	I	Held Directly and Indirectly by Trust ⁽³⁾
Common Stock	02/26/2008		M		9,000	A	\$ 24.861	15,534 ⁽¹⁾ ⁽²⁾	I	Held Directly and Indirectly by Trust ⁽¹⁾

								(2)	
Common Stock	02/26/2008		S	100	D	\$ 32.68	38,634 ⁽⁴⁾	I	Held Directly and Indirectly by Trust ⁽⁴⁾
Common Stock	02/26/2008		S	3,300	D	\$ 32.66	35,334 ⁽⁵⁾	I	Held Directly and Indirectly by Trust ⁽⁵⁾
Common Stock	02/26/2008		S	3,100	D	\$ 32.63	32,234 ⁽⁶⁾	I	Held Directly and Indirectly by Trust ⁽⁶⁾
Common Stock	02/26/2008		S	500	D	\$ 32.61	31,734 ⁽⁷⁾	I	Held Directly and Indirectly by Trust ⁽⁷⁾
Common Stock	02/26/2008		S	10,200	D	\$ 32.6	21,534 ⁽⁸⁾	I	Held Directly and Indirectly by Trust ⁽⁸⁾
Common Stock	02/26/2008		S	5,000	D	\$ 32.58	16,534 ⁽⁹⁾	I	Held Directly and Indirectly by Trust ⁽⁹⁾
Common Stock	02/26/2008		S	10,000	D	\$ 32.59	6,534	D	

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

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(D)	(Instr. 3, 4, and 5)				
			Code	V	(A)	(D)		
Common Stock Option (Right to Buy)	\$ 24.861	02/26/2008						
			M		9,000	03/31/2001	06/01/2010	Common Stock 9,000
Common Stock Option (Right to Buy)	\$ 23.389	02/26/2008						
			M		23,200	07/01/2004	04/14/2010	Common Stock 23,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARNELL GORDON W C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199			VP and CFO	

Signatures

Deborah L. Wussler,
Attorney-in-Fact

02/28/2008

**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) On 10/1/07, the Reporting Person transferred ownership of 116 shares from Direct holding to Indirect holding, by Trust.
- (2) Of the 15,534 shares held, 9,000 shares were held Directly; 6,534 shares were held by Trust.
- (3) Of the 38,734 shares held, 32,200 shares were held Directly; 6,534 shares were held by Trust.
- (4) Of the 38,634 shares held, 32,100 shares were held Directly; 6,534 shares were held by Trust.
- (5) Of the 35,334 shares held, 28,800 shares were held Directly; 6,534 shares were held by Trust.
- (6) Of the 32,234 shares held, 25,700 shares were held Directly; 6,534 shares were held by Trust.
- (7) Of the 31,734 shares held, 25,200 shares were held Directly; 6,534 shares were held by Trust.
- (8) Of the 21,534 shares held, 15,000 shares were held Directly; 6,534 shares were held by Trust.
- (9) Of the 16,534 shares held, 10,000 shares were held Directly; 6,534 shares were held by Trust.

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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