

Bjornholt James Eric  
 Form 4  
 February 02, 2011

**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 \*  
 Bjornholt James Eric

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)  
 02/01/2011

\_\_\_\_ 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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/01/2011		M		77	A	\$ 37.19	9,030	D
Common Stock	02/01/2011		F		24	D	\$ 37.19	9,006	D
Common Stock	02/01/2011		M		337	A	\$ 37.19	9,343	D
Common Stock	02/01/2011		F		118	D	\$ 37.19	9,225	D
	02/01/2011		M		3,500	A	\$ 37.19	12,725	D

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Common Stock								
Common Stock	02/01/2011		F	1,164	D	\$ 37.19	11,561	D
Common Stock	02/02/2011		M	1,172	A	\$ 26.14	12,733	D
Common Stock	02/02/2011		M	3,000	A	\$ 27.05	15,733	D
Common Stock	02/02/2011		M	1,500	A	\$ 27.05	17,233	D
Common Stock	02/02/2011		S	5,672	D	\$ 37.219	11,561	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	\$ 37.19	02/01/2011		M	337	<u>(1)</u>	<u>(1)</u>	Common Stock	1,354
Restricted Stock Units	\$ 37.19	02/01/2011		M	77	<u>(2)</u>	<u>(2)</u>	Common Stock	615
Restricted Stock Units	\$ 37.19	02/01/2011		M	3,500	<u>(3)</u>	<u>(3)</u>	Common Stock	3,500
Common Stock Option	\$ 26.14	02/02/2011		M	1,172	10/09/2004	10/09/2013	Common Stock	1,172

(Right to Buy)

Common Stock

Option	\$ 27.05	02/02/2011	M	3,000	03/31/2008	04/01/2014	Common Stock	3,000
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(Right to Buy)

Common Stock

Option	\$ 27.05	02/02/2011	M	1,500	03/31/2005	04/01/2014	Common Stock	1,500
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(Right to Buy)

## Reporting Owners

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

## Signatures

Deborah L. Wussler, as Attorney-in-Fact 02/02/2011

\_\_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) The restricted stock units vest in four equal quarterly installments beginning May 1, 2010. Vested shares will be delivered to the reporting person upon vest.
  - (2) The restricted stock units vest in eight equal quarterly installments beginning August 1, 2009, as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
  - (3) The restricted stock units will vest in full on February 1, 2011 as long as the individual remains a service provider through the vesting date. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.