

Bjornholt James Eric  
 Form 4  
 November 16, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
 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)  
 11/15/2012

\_\_\_\_ 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) | (A) or (D) | 5. Amount or Price | 6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership (Instr. 4) |                           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|-----------------------------------|---------------------------|
| Common Stock                    | 11/15/2012                           |  | M                              | 242   | A          | \$ 29.61           | 12,172  | I                                 | Held Indirectly by Trust. |
| Common Stock                    | 11/15/2012                           |  | F                              | 75  | D          | \$ 29.61           | 12,097  | I                                 | Held Indirectly by Trust. |
| Common Stock                    | 11/15/2012                           |  | M                              | 318   | A          | \$ 29.61           | 12,415  | I                                 | Held Indirectly by Trust. |

Edgar Filing: Bjornholt James Eric - Form 4

|              |            |   |     |   |          |        |   |                           |
|--------------|------------|---|-----|---|----------|--------|---|---------------------------|
| Common Stock | 11/15/2012 | F | 98  | D | \$ 29.61 | 12,317 | I | Held Indirectly by Trust. |
| Common Stock | 11/15/2012 | M | 250 | A | \$ 29.61 | 12,567 | I | Held Indirectly by Trust. |
| Common Stock | 11/15/2012 | F | 77  | D | \$ 29.61 | 12,490 | I | Held Indirectly 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.**

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) | 8. Price of Derivative Security (Instr. 5) |                            |      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |      |
| Restricted Stock Units                     | \$ 29.61   | 11/15/2012                           |  | M                              | 242   | (1)  | (1)   | Common Stock                               | 486                        | \$ 0 |
| Restricted Stock Units                     | \$ 29.61   | 11/15/2012                           |  | M                              | 318   | (2)  | (2)   | Common Stock                               | 2,540                      | \$ 0 |
| Restricted Stock Units                     | \$ 29.61   | 11/15/2012                           |  | M                              | 250   | (3)  | (3)   | Common Stock                               | 250                        | \$ 0 |

## 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

11/16/2012

\_\_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 will vest in two equal quarterly installment beginning November 15, 2012 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
- (2) The restricted stock units will vest in eight equal quarterly installments beginning February 15, 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.
- (3) The restricted stock units will vest in full on November 15, 2012 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.