

SANGHI STEVE
Form 4
May 16, 2018

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 *
SANGHI STEVE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO, Chairman

(Last) (First) (Middle)

C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2018

(Street)

CHANDLER, AZ 85224-6199

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

(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	05/15/2018		M		20,320	A	\$ 93.36	4,587,387 ⁽¹⁾ I	Shares held Indirectly, by Trust and by Family Limited Partnership. ⁽¹⁾
Common Stock	05/15/2018		M		657	A	\$ 93.36	4,588,044 ⁽²⁾ I	Shares held Indirectly, by Trust and

Common Stock	05/15/2018	M	12,353	A	\$ 93.36	4,600,397 ⁽³⁾	I	by Family Limited Partnership. <u>(2)</u> Shares held Indirectly, by Trust and by Family Limited Partnership. <u>(3)</u>
Common Stock	05/15/2018	M	1,483	A	\$ 93.36	4,601,880 ⁽⁴⁾	I	Shares held Indirectly, by Trust and by Family Limited Partnership. <u>(4)</u>

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)	8. Amount or Number of Shares
Restricted Stock Unit	\$ 93.36	05/15/2018		M	(A) 20,320	<u>(5)</u> <u>(5)</u>	Common Stock	20,320
Restricted Stock Units	\$ 93.36	05/15/2018		M	(A) 657	<u>(6)</u> <u>(6)</u>	Common Stock	657
Restricted Stock Units	\$ 93.36	05/15/2018		M	(A) 12,353	<u>(7)</u> <u>(7)</u>	Common Stock	148,235
Restricted Stock	\$ 93.36	05/15/2018		M	(A) 1,483	<u>(8)</u> <u>(8)</u>	Common Stock	1,483

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANGHI STEVE C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199	X		President, CEO, Chairman	

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

05/16/2018

__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 4,587,387 shares held, 1,634,451 shares were held by The Sanghi Trust; and 2,952,936 shares were held by The Sanghi Family Limited Partnership.

(2) Of the 4,588,044 shares held, 1,635,108 shares were held by The Sanghi Trust; and 2,952,936 shares were held by The Sanghi Family Limited Partnership.

(3) Of the 4,600,397 shares held, 1,647,461 shares were held by The Sanghi Trust; and 2,952,936 shares were held by The Sanghi Family Limited Partnership.

(4) Of the 4,601,880 shares held, 1,648,944 shares were held by The Sanghi Trust; and 2,952,936 shares were held by The Sanghi Family Limited Partnership.

(5) The restricted stock units will vest in full on May 15, 2018 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended June 30, 2014. Vested shares will be delivered to the reporting person upon vest.

(6) The restricted stock units will vest in full on May 15, 2018 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended June 30, 2015. Vested shares will be delivered to the reporting person upon vest.

(7) The restricted stock units vest in twelve equal quarterly installments beginning November 15, 2017 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended December 31, 2015. Vested shares will be delivered to the reporting person upon vest.

(8) The restricted stock units will vest in full on May 15, 2018 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended June 30, 2016. 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.

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