

MICROCHIP TECHNOLOGY INC
 Form 4
 May 19, 2008

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/15/2008

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/15/2008		S		2,700	D	\$ 37.59	4,153,572 ⁽¹⁾	I	Held Directly and Indirectly by Trust ⁽¹⁾
Common Stock	05/15/2008		S		400	D	\$ 37.58	4,153,172 ⁽²⁾	I	Held Directly and Indirectly by Trust ⁽²⁾

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Common Stock	05/15/2008	S	4,300	D	\$ 37.57	4,148,872 ⁽³⁾	I	Held Directly and Indirectly by Trust ⁽³⁾
Common Stock	05/15/2008	S	2,100	D	\$ 37.56	4,146,772 ⁽⁴⁾	I	Held Directly and Indirectly by Trust
Common Stock	05/15/2008	S	2,800	D	\$ 37.55	4,143,972 ⁽⁵⁾	I	Held Directly and Indirectly by Trust ⁽⁵⁾
Common Stock	05/15/2008	S	4,200	D	\$ 37.54	4,139,772 ⁽⁶⁾	I	Held Directly and Indirectly by Trust ⁽⁶⁾
Common Stock	05/15/2008	S	1,330	D	\$ 37.53	4,138,442 ⁽⁷⁾	I	Held Directly and Indirectly by Trust ⁽⁷⁾
Common Stock	05/15/2008	S	1,670	D	\$ 37.52	4,136,772 ⁽⁸⁾	I	Held Directly and Indirectly by Trust ⁽⁸⁾
Common Stock	05/15/2008	S	2,155	D	\$ 37.51	4,134,617 ⁽⁹⁾	I	Held Directly and Indirectly by Trust ⁽⁹⁾
Common Stock	05/15/2008	S	5,757	D	\$ 37.5	4,128,860 ⁽¹⁰⁾	I	Held Directly and Indirectly by Trust ⁽¹⁰⁾
Common Stock	05/15/2008	S	6,630	D	\$ 37.49	4,122,230 ⁽¹¹⁾	I	Held Directly and Indirectly by Trust ⁽¹¹⁾

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Common Stock	05/15/2008	S	4,258	D	\$ 37.48	4,117,972 <u>(12)</u>	I	Held Directly and Indirectly by Trust <u>(12)</u>
Common Stock	05/15/2008	S	1,500	D	\$ 37.47	4,116,472 <u>(13)</u>	I	Held Directly and Indirectly by Trust <u>(13)</u>
Common Stock	05/15/2008	S	2,700	D	\$ 37.46	4,113,772 <u>(14)</u>	I	Held Directly and Indirectly by Trust <u>(14)</u>
Common Stock	05/15/2008	S	4,300	D	\$ 37.45	4,109,472 <u>(15)</u>	I	Held Directly and Indirectly by Trust
Common Stock	05/15/2008	S	2,443	D	\$ 37.44	4,107,029 <u>(16)</u>	I	Held Directly and Indirectly by Trust <u>(16)</u>
Common Stock	05/15/2008	S	7,295	D	\$ 37.43	4,099,734 <u>(17)</u>	I	Held Directly and Indirectly by Trust
Common Stock	05/15/2008	S	18,523	D	\$ 37.42	4,081,211 <u>(18)</u>	I	Held Directly and Indirectly by Trust <u>(18)</u>
Common Stock	05/15/2008	S	6,208	D	\$ 37.41	4,075,003 <u>(19)</u>	I	Held Directly and Indirectly by Trust <u>(19)</u>
	05/15/2008	S	7,464	D	\$ 37.4		I	

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Common Stock						4,067,539 <u>(20)</u>		Held Directly and Indirectly by Trust <u>(20)</u>
Common Stock	05/15/2008	S	1,642	D	\$ 37.39	4,065,897 <u>(21)</u>	I	Held Directly and Indirectly by Trust
Common Stock	05/15/2008	S	1,000	D	\$ 38	4,064,897 <u>(22)</u>	I	Held Directly and Indirectly by Trust <u>(22)</u>
Common Stock	05/15/2008	S	3,000	D	\$ 37.99	4,061,897 <u>(23)</u>	I	Held Directly and Indirectly by Trust <u>(23)</u>
Common Stock	05/15/2008	S	500	D	\$ 37.98	4,061,397 <u>(24)</u>	I	Held Directly and Indirectly by Trust <u>(24)</u>
Common Stock	05/15/2008	S	2,900	D	\$ 37.97	4,058,497 <u>(25)</u>	I	Held Directly and Indirectly by Trust <u>(25)</u>
Common Stock	05/15/2008	S	500	D	\$ 37.96	4,057,997 <u>(26)</u>	I	Held Directly and Indirectly by Trust <u>(26)</u>
Common Stock	05/15/2008	S	5,900	D	\$ 37.95	4,052,097 <u>(27)</u>	I	Held Directly and Indirectly by Trust <u>(27)</u>

Common Stock	05/15/2008	S	1,783	D	\$ 37.94	4,050,314 (28)	I	Held Directly and Indirectly by Trust
Common Stock	05/15/2008	S	617	D	\$ 37.93	4,049,697 (29)	I	Held Directly and Indirectly by Trust (29)
Common Stock	05/15/2008	S	455	D	\$ 37.92	4,049,242 (30)	I	Held Directly and Indirectly by Trust (30)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANGHI STEVE C/O MICROCHIP TECHNOLOGY INCORPORATED	X		President, CEO, Chairman	

2355 WEST CHANDLER BOULEVARD
CHANDLER, AZ 85224-6199

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

05/19/2008

**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) Of the 4,153,572 shares held, 30,947 shares were held Directly; 4,122,625 shares were held by Trust.
- (2) Of the 4,153,172 shares held, 30,947 shares were held Directly; 4,122,225 shares were held by Trust.
- (3) Of the 4,148,872 shares held, 30,947 shares were held Directly; 4,117,925 shares were held by Trust.
- (4) Of the 4,146,772 shares held, 30,947 shares were held Directly; 4,115,825 shares were held by Trust.
- (5) Of the 4,143,972 shares held, 30,947 shares were held Directly; 4,113,025 shares were held by Trust.
- (6) Of the 4,139,772 shares held, 30,947 shares were held Directly; 4,108,825 shares were held by Trust.
- (7) Of the 4,138,442 shares held, 30,947 shares were held Directly; 4,107,495 shares were held by Trust.
- (8) Of the 4,136,772 shares held, 30,947 shares were held Directly; 4,105,825 shares were held by Trust.
- (9) Of the 4,134,617 shares held, 30,947 shares were held Directly; 4,103,670 shares were held by Trust.
- (10) Of the 4,128,860 shares held, 30,947 shares were held Directly; 4,097,913 shares were held by Trust.
- (11) Of the 4,122,230 shares held, 30,947 shares were held Directly; 4,091,283 shares were held by Trust.
- (12) Of the 4,117,972 shares held, 30,947 shares were held Directly; 4,087,025 shares were held by Trust.
- (13) Of the 4,116,472 shares held, 30,947 shares were held Directly; 4,085,525 shares were held by Trust.
- (14) Of the 4,113,772 shares held, 30,947 shares were held Directly; 4,082,825 shares were held by Trust.
- (15) Of the 4,109,472 shares held, 30,947 shares were held Directly; 4,078,525 shares were held by Trust.
- (16) Of the 4,107,029 shares held, 30,947 shares were held Directly; 4,076,082 shares were held by Trust.
- (17) Of the 4,099,734 shares held, 30,947 shares were held Directly; 4,068,787 shares were held by Trust.
- (18) Of the 4,081,211 shares held, 30,947 shares were held Directly; 4,050,264 shares were held by Trust.
- (19) Of the 4,075,003 shares held, 30,947 shares were held Directly; 4,044,056 shares were held by Trust.
- (20) Of the 4,067,539 shares held, 30,947 shares were held Directly; 4,036,592 shares were held by Trust.
- (21) Of the 4,065,897 shares held, 30,947 shares were held Directly; 4,034,950 shares were held by Trust.
- (22) Of the 4,064,897 shares held, 30,947 shares were held Directly; 4,033,950 shares were held by Trust.
- (23) Of the 4,061,897 shares held, 30,947 shares were held Directly; 4,030,950 shares were held by Trust.
- (24) Of the 4,061,397 shares held, 30,947 shares were held Directly; 4,030,450 shares were held by Trust.
- (25) Of the 4,058,497 shares held, 30,947 shares were held Directly; 4,027,550 shares were held by Trust.
- (26) Of the 4,057,997 shares held, 30,947 shares were held Directly; 4,027,050 shares were held by Trust.
- (27) Of the 4,052,097 shares held, 30,947 shares were held Directly; 4,021,150 shares were held by Trust.
- (28) Of the 4,050,314 shares held, 30,947 shares were held Directly; 4,019,367 shares were held by Trust.
- (29) Of the 4,049,697 shares held, 30,947 shares were held Directly; 4,018,750 shares were held by Trust.
- (30) Of the 4,049,242 shares held, 30,947 shares were held Directly; 4,018,295 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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