

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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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		1,945	D	\$ 37.91	4,047,297 ⁽¹⁾	I	Held Directly and Indirectly by Trust ⁽¹⁾
Common Stock	05/15/2008		S		100	D	\$ 37.9	4,047,197 ⁽²⁾	I	Held Directly and Indirectly by Trust ⁽²⁾

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Common Stock	05/15/2008	S	1,538	D	\$ 37.89	4,045,659 ⁽³⁾	I	Held Directly and Indirectly by Trust ⁽³⁾
Common Stock	05/15/2008	S	2,617	D	\$ 37.88	4,043,042 ⁽⁴⁾	I	Held Directly and Indirectly by Trust ⁽⁴⁾
Common Stock	05/15/2008	S	2,445	D	\$ 37.87	4,040,597 ⁽⁵⁾	I	Held Directly and Indirectly by Trust ⁽⁵⁾
Common Stock	05/15/2008	S	1,600	D	\$ 37.86	4,038,997 ⁽⁶⁾	I	Held Directly and Indirectly by Trust ⁽⁶⁾
Common Stock	05/15/2008	S	1,612	D	\$ 37.85	4,037,385 ⁽⁷⁾	I	Held Directly and Indirectly by Trust ⁽⁷⁾
Common Stock	05/15/2008	S	1,388	D	\$ 37.84	4,035,997 ⁽⁸⁾	I	Held Directly and Indirectly by Trust ⁽⁸⁾
Common Stock	05/15/2008	S	3,598	D	\$ 37.82	4,032,399 ⁽⁹⁾	I	Held Directly and Indirectly by Trust ⁽⁹⁾
Common Stock	05/15/2008	S	3,300	D	\$ 37.81	4,029,099 ⁽¹⁰⁾	I	Held Directly and Indirectly by Trust ⁽¹⁰⁾
Common Stock	05/15/2008	S	6,302	D	\$ 37.8	4,022,797 ⁽¹¹⁾	I	Held Directly and Indirectly by Trust

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Common Stock	05/16/2008	S	2,100	D	\$ 37.99	4,020,697 <u>(12)</u>	I	Held Directly and Indirectly by Trust <u>(12)</u>
Common Stock	05/16/2008	S	2,642	D	\$ 37.98	4,018,055 <u>(13)</u>	I	Held Directly and Indirectly by Trust
Common Stock	05/16/2008	S	8,958	D	\$ 37.97	4,009,097 <u>(14)</u>	I	Held Directly and Indirectly by Trust <u>(14)</u>
Common Stock	05/16/2008	S	100	D	\$ 37.96	4,008,997 <u>(15)</u>	I	Held Directly and Indirectly by Trust
Common Stock	05/16/2008	S	437	D	\$ 37.88	4,008,560 <u>(16)</u>	I	Held Directly and Indirectly by Trust <u>(16)</u>
Common Stock	05/16/2008	S	300	D	\$ 37.85	4,008,260 <u>(17)</u>	I	Held Directly and Indirectly by Trust <u>(17)</u>
Common Stock	05/16/2008	S	200	D	\$ 37.84	4,008,060 <u>(18)</u>	I	Held Directly and Indirectly by Trust <u>(18)</u>
Common Stock	05/16/2008	S	900	D	\$ 37.83	4,007,160 <u>(19)</u>	I	Held Directly and Indirectly by Trust <u>(19)</u>
	05/16/2008	S	1,531	D			I	

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Common Stock						\$ 4,005,629 37.82 <u>(20)</u>			Held Directly and Indirectly by Trust <u>(20)</u>
Common Stock	05/16/2008	S	2,480	D		\$ 37.81 <u>4,003,149 (21)</u>	I		Held Directly and Indirectly by Trust <u>(21)</u>
Common Stock	05/16/2008	S	37,252	D		\$ 37.8 <u>3,965,897 (22)</u>	I		Held Directly and Indirectly by Trust
Common Stock	05/16/2008	G	7,706	D		\$ 38.13 <u>3,958,191 (23)</u>	I		Held Directly and Indirectly by Trust <u>(23)</u>

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

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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 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199	X		President, CEO, Chairman	

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 4,047,297 shares held, 30,947 shares were held Directly; 4,016,350 shares were held by Trust.
- (2) Of the 4,047,197 shares held, 30,947 shares were held Directly; 4,016,250 shares were held by Trust.
- (3) Of the 4,045,659 shares held, 30,947 shares were held Directly; 4,014,712 shares were held by Trust.
- (4) Of the 4,043,042 shares held, 30,947 shares were held Directly; 4,012,095 shares were held by Trust.
- (5) Of the 4,040,597 shares held, 30,947 shares were held Directly; 4,009,650 shares were held by Trust.
- (6) Of the 4,038,997 shares held, 30,947 shares were held Directly; 4,008,050 shares were held by Trust.
- (7) Of the 4,037,385 shares held, 30,947 shares were held Directly; 4,006,438 shares were held by Trust.
- (8) Of the 4,035,997 shares held, 30,947 shares were held Directly; 4,005,050 shares were held by Trust.
- (9) Of the 4,032,399 shares held, 30,947 shares were held Directly; 4,001,452 shares were held by Trust.
- (10) Of the 4,029,099 shares held, 30,947 shares were held Directly; 3,998,152 shares were held by Trust.
- (11) Of the 4,022,797 shares held, 30,947 shares were held Directly; 3,991,850 shares were held by Trust.
- (12) Of the 4,020,697 shares held, 30,947 shares were held Directly; 3,989,750 shares were held by Trust.
- (13) Of the 4,018,055 shares held, 30,947 shares were held Directly; 3,987,108 shares were held by Trust.
- (14) Of the 4,009,097 shares held, 30,947 shares were held Directly; 3,978,150 shares were held by Trust.
- (15) Of the 4,008,997 shares held, 30,947 shares were held Directly; 3,978,050 shares were held by Trust.
- (16) Of the 4,008,560 shares held, 30,947 shares were held Directly; 3,977,613 shares were held by Trust.
- (17) Of the 4,008,260 shares held, 30,947 shares were held Directly; 3,977,313 shares were held by Trust.
- (18) Of the 4,008,060 shares held, 30,947 shares were held Directly; 3,977,113 shares were held by Trust.
- (19) Of the 4,007,150 shares held, 30,947 shares were held Directly; 3,976,213 shares were held by Trust.
- (20) Of the 4,005,629 shares held, 30,947 shares were held Directly; 3,974,682 shares were held by Trust.
- (21) Of the 4,003,149 shares held, 30,947 shares were held Directly; 3,972,202 shares were held by Trust.
- (22) Of the 3,965,897 shares held, 30,947 shares were held Directly; 3,934,950 shares were held by Trust.
- (23) Of the 3,958,191 shares held, 30,947 shares were held Directly; 3,927,244 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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