

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LAMBERT DAVID S</u> (Last) (First) (Middle) (Street) (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MICROCHIP TECHNOLOGY INC [MCHP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Fab Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/22/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	07/22/2003	07/22/2003	M		70,312	A	4.066	401,602 ⁽¹⁾	I	Direct and Indirect by reporting person's children ⁽¹⁾
Common Stock	07/22/2003	07/22/2003	S		70,312	D	24.6304	331,290 ⁽²⁾	I	Direct and Indirect by reporting person's children ⁽²⁾
Common Stock	07/22/2003	07/22/2003	G	V	25,000	D	25.07	306,290 ⁽³⁾	I	Direct and Indirect by reporting person's children ⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock	4.066	07/22/2003	07/22/2003	M			70,312	07/22/1997	07/22/2004	Common Stock	70,312	\$0	0	D	

Explanation of Responses:

1. Of the 401,602 shares held, 397,602 shares were held Directly; 1,000 shares were held by the reporting person's son; 1,000 shares were held by the reporting person's daughter; 1,000 shares were held by the reporting person's son; and 1,000 shares were held by the reporting person's daughter.
2. Of the 331,290 shares held, 327,290 shares were held Directly; 1,000 shares were held by the reporting person's son; 1,000 shares were held by the reporting person's daughter; 1,000 shares were held by the reporting person's son; and 1,000 shares were held by the reporting person's daughter.
3. Of the 306,290 shares held, 302,290 shares were held Directly; 1,000 shares were held by the reporting person's son; 1,000 shares were held by the reporting person's daughter; 1,000 shares were held by the reporting person's son; and 1,000 shares were held by the reporting person's daughter.

David S. Lambert
** Signature of Reporting Person

07/22/2003
Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.