

## FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DREHOBL STEPHEN V</u>  (Last) (First) (Middle) C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD  (Street) CHANDLER AZ 85224-6199  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/08/2004	3. Issuer Name and Ticker or Trading Symbol <u>MICROCHIP TECHNOLOGY INC</u> [ MCHP ]  4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) VP, Security, MCU & Tech Div.  5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,101	D	

Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Option (Right to Buy)	07/01/2002 <sup>(1)</sup>	04/01/2008	Common Stock	18,375	6.259	D	
Common Stock Option (Right to Buy)	10/09/1999 <sup>(2)</sup>	10/09/2008	Common Stock	776	5.778	D	
Common Stock Option (Right to Buy)	04/01/2003 <sup>(3)</sup>	04/14/2009	Common Stock	20,375	10.037	D	
Common Stock Option (Right to Buy)	03/31/2004 <sup>(4)</sup>	04/14/2010	Common Stock	29,925	23.389	D	
Common Stock Option (Right to Buy)	07/02/2002 <sup>(5)</sup>	04/02/2011	Common Stock	3,837	15.917	D	
Common Stock Option (Right to Buy)	03/31/2005 <sup>(6)</sup>	04/02/2011	Common Stock	19,950	15.917	D	
Common Stock Option (Right to Buy)	06/01/2002 <sup>(7)</sup>	06/01/2011	Common Stock	1,381	15.86	D	
Common Stock Option (Right to Buy)	02/17/2003 <sup>(8)</sup>	01/22/2012	Common Stock	1,423	24.267	D	
Common Stock Option (Right to Buy)	07/03/2003 <sup>(9)</sup>	04/03/2012	Common Stock	2,685	27.153	D	
Common Stock Option (Right to Buy)	03/31/2006 <sup>(10)</sup>	04/03/2012	Common Stock	39,000	27.153	D	
Common Stock Option (Right to Buy)	03/31/2005 <sup>(11)</sup>	04/03/2012	Common Stock	10,050	27.153	D	
Common Stock Option (Right to Buy)	08/01/2003 <sup>(12)</sup>	08/01/2012	Common Stock	2,558	21	D	
Common Stock Option (Right to Buy)	10/25/2003 <sup>(13)</sup>	10/25/2012	Common Stock	26,000	24.04	D	
Common Stock Option (Right to Buy)	04/09/2004 <sup>(14)</sup>	04/09/2013	Common Stock	3,148	18.48	D	
Common Stock Option (Right to Buy)	04/09/2004 <sup>(15)</sup>	04/09/2013	Common Stock	839	18.48	D	
Common Stock Option (Right to Buy)	03/31/2007 <sup>(16)</sup>	04/09/2013	Common Stock	26,000	18.48	D	
Common Stock Option (Right to Buy)	10/09/2004 <sup>(17)</sup>	10/09/2013	Common Stock	2,833	26.14	D	
Common Stock Option (Right to Buy)	02/02/2005 <sup>(18)</sup>	02/02/2014	Common Stock	787	28.31	D	

## Explanation of Responses:

- The option vested in 12 equal monthly installments, commencing 07/01/2002, and vested in full on 07/01/2003. The option was first exercisable on 07/01/2002.
- The option vested in full on 10/09/1999 and was first exercisable on 10/09/1999.
- The option vests in 12 equal monthly installments, commencing 04/01/2003, vesting in full on 04/01/2004. The option was first exercisable on 04/01/2004.
- The option vests in 12 equal monthly installments, commencing 03/31/2004, vesting in full on 03/31/2005. The option is first exercisable on 03/31/2004.
- The option vested in full on 07/02/2002 and was first exercisable on 07/02/2002.
- The option vests in 12 equal monthly installments, commencing 03/31/2005, vesting in full on 03/31/2006. The option is first exercisable on 03/31/2005.
- The option vested in full on 06/01/2002 and was first exercisable on 06/01/2002.
- The option vested in full on 02/17/2003 and was first exercisable on 02/17/2003.
- The option vested in full on 07/03/2003 and was first exercisable on 07/03/2003.
- The option vests in 12 equal monthly installments, commencing 03/31/2006, vesting in full on 03/31/2007. The option is first exercisable on 03/31/2006.
- The option vests in 12 equal monthly installments, commencing 03/31/2005, vesting in full on 03/31/2006. The option is first exercisable on 03/31/2005.
- The option vested in full on 08/01/2003 and was first exercisable on 08/01/2003.
- The option vests in 24 equal monthly installments, commencing 10/25/2003, vesting in full on 10/25/2005. The option was first exercisable on 10/25/2003.

14. The option vests in full on 04/09/2004 and is first exercisable on 04/09/2004.  
15. The option vests in full on 04/09/2004 and is first exercisable on 04/09/2004.  
16. The option vests in 12 equal monthly installments, commencing 03/31/2007, vesting in full on 03/31/2008. The option is first exercisable on 03/31/2007.  
17. The option vests in full on 10/09/2004 and is first exercisable on 10/09/2004.  
18. The option vests in full on 02/02/2005 and is first exercisable on 02/02/2005.

**Remarks:**

Deborah L. Wussler, as Attorney-  
in-Fact 03/10/2004

\*\* Signature of Reporting Person      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 5 (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.**

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Steve Sanghi, Gordon W. Parnell and Deborah L. Wussler, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Microchip Technology Incorporated (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the

foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to  
be executed as of this 4th day of March, 2002.

/s/ Steve Drehobl

Signature

Steve Drehobl

Print Name

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D. Wussler

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