

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB Number:	3235-0104
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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>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) 03/10/2004 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	4,104 ⁽¹⁾	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 ⁽²⁾	04/01/2008	Common Stock	18,375	6.259	D	
Common Stock Option (Right to Buy)	10/09/1999 ⁽³⁾	10/09/2008	Common Stock	776	5.778	D	
Common Stock Option (Right to Buy)	04/01/2003 ⁽⁴⁾	04/14/2009	Common Stock	20,375	10.037	D	
Common Stock Option (Right to Buy)	03/31/2004 ⁽⁵⁾	04/14/2010	Common Stock	29,925	23.389	D	
Common Stock Option (Right to Buy)	07/02/2002 ⁽⁶⁾	04/02/2011	Common Stock	3,837	15.917	D	
Common Stock Option (Right to Buy)	03/31/2005 ⁽⁷⁾	04/02/2011	Common Stock	19,950	15.917	D	
Common Stock Option (Right to Buy)	06/01/2002 ⁽⁸⁾	06/01/2011	Common Stock	1,381	15.86	D	
Common Stock Option (Right to Buy)	02/17/2003 ⁽⁹⁾	01/22/2012	Common Stock	1,423	24.267	D	
Common Stock Option (Right to Buy)	07/03/2003 ⁽¹⁰⁾	04/03/2012	Common Stock	2,685	27.153	D	
Common Stock Option (Right to Buy)	03/31/2006 ⁽¹¹⁾	04/03/2012	Common Stock	39,000	27.153	D	
Common Stock Option (Right to Buy)	03/31/2005 ⁽¹²⁾	04/03/2012	Common Stock	10,050	27.153	D	
Common Stock Option (Right to Buy)	08/01/2003 ⁽¹³⁾	08/01/2012	Common Stock	2,558	21	D	
Common Stock Option (Right to Buy)	10/25/2003 ⁽¹⁴⁾	10/25/2012	Common Stock	26,000	24.04	D	
Common Stock Option (Right to Buy)	04/09/2004 ⁽¹⁵⁾	04/09/2013	Common Stock	3,148	18.48	D	
Common Stock Option (Right to Buy)	04/09/2004 ⁽¹⁶⁾	04/09/2013	Common Stock	839	18.48	D	
Common Stock Option (Right to Buy)	03/31/2007 ⁽¹⁷⁾	04/09/2013	Common Stock	26,000	18.48	D	
Common Stock Option (Right to Buy)	10/09/2004 ⁽¹⁸⁾	10/09/2013	Common Stock	2,833	26.14	D	
Common Stock Option (Right to Buy)	02/02/2005 ⁽¹⁹⁾	02/02/2014	Common Stock	787	28.31	D	

Explanation of Responses:

- This amended Form 3 is being filed to accurately report the total amount of securities beneficially owned as 4,104 shares, rather than the 4,101 shares originally reported on 3/10/2004. Any and all subsequent reports filed after this date are deemed to include the modification herein.
- 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.

13. The option vested in full on 08/01/2003 and was first exercisable on 08/01/2003.
14. 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.
15. The option vests in full on 04/09/2004 and is first exercisable on 04/09/2004.
16. The option vests in full on 04/09/2004 and is first exercisable on 04/09/2004.
17. 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.
18. The option vests in full on 10/09/2004 and is first exercisable on 10/09/2004.
19. 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

03/17/2004

** 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.

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