

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>SIMONCIC RICHARD J</u>			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, Analog and Intrfc Prod Div</u>		
(Last) (First) (Middle) <u>C/O MICROCHIP TECHNOLOGY INCORPORATED</u> <u>2355 WEST CHANDLER BOULEVARD</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>10/29/2004</u>					
(Street) <u>CHANDLER</u> <u>AZ</u> <u>85224-6199</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 Form filed by More than One Reporting Person		
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/29/2004		M		16,453	A	\$5.037	89,338 ⁽¹⁾⁽²⁾	I	Held Directly and Indirectly by Trust and by Wife and Mother-in-Law ⁽²⁾
Common Stock	10/29/2004		M		23,547	A	\$6.259	112,885 ⁽³⁾	I	Held Directly and Indirectly by Trust and by Wife and Mother-in-Law ⁽³⁾
Common Stock	10/29/2004		S		40,000	D	\$29.9315	72,885 ⁽⁴⁾	I	Held Directly and Indirectly by Trust and by Wife and Mother-in-Law ⁽⁴⁾

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 Option (Right to Buy)	\$5.037	10/29/2004		M			16,453	10/21/1999	04/30/2006	Common Stock	16,453	\$0	0	D	
Common Stock Option (Right to Buy)	\$6.259	10/29/2004		M			23,547	07/01/2002	04/01/2008	Common Stock	23,547	\$0	30,453	D	

Explanation of Responses:

1. On 10/6/2004, the Reporting Person transferred ownership of 564 shares from Direct holding to Indirect holding, by Trust.
2. Of the 89,338 shares held, 21,240 shares were held Directly; 67,873 shares were held by Trust; and 225 shares were held by the Reporting Person's wife and mother-in-law.
3. Of the 112,885 shares held, 44,787 shares were held Directly; 67,873 shares were held by Trust; and 225 shares were held by the Reporting Person's wife and mother-in-law.
4. Of the 72,885 shares held, 4,787 shares were held Directly; 67,873 shares were held by Trust; and 225 shares were held by the Reporting Person's wife and mother-in-law.

Remarks:

Deborah L. Wussler as Attorney-
in-Fact

10/29/2004

** 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 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.