

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

| | | |
|--|---|---|
| <div>1. Name and Address of Reporting Person*</div> <div>LAMBERT DAVID S</div> <div>(Last) (First) (Middle)</div> <div>C/O MICROCHIP TECHNOLOGY INCORPORATED</div> <div>2355 WEST CHANDLER BOULEVARD</div> <div>(Street)</div> <div>CHANDLER AZ 85224-6199</div> <div>(City) (State) (Zip)</div> | <div>2. Issuer Name and Ticker or Trading Symbol</div> <div>MICROCHIP TECHNOLOGY INC [MCHP]</div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>05/10/2005</div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div> | <div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director 10% Owner</div> <div>X Officer (give title below) Other (specify below)</div> <div>VP, Fab Operations</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>X Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div> |
|--|---|---|

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 | 05/10/2005 | | M | | 35,437 | A | \$7.111 | 235,315 | D | |
| Common Stock | 05/10/2005 | | S | | 35,437 | D | \$27.9336 | 199,878 | D | |
| Common Stock | 05/10/2005 | | G | V | 714 | D | \$28.14 | 199,878 ⁽¹⁾ | I | Held Directly and Indirectly by Reporting Person's Children ⁽¹⁾ |
| Common Stock | 05/10/2005 | | G | V | 200 | D | \$28.14 | 199,878 ⁽²⁾ | I | Held Directly and Indirectly, by Reporting Person's Children ⁽²⁾ |
| Common Stock | 05/10/2005 | | G | V | 200 | D | \$28.14 | 199,878 ⁽³⁾ | I | Held Directly and Indirectly by Reporting Person's Children ⁽³⁾ |
| Common Stock | 05/10/2005 | | G | V | 200 | D | \$28.14 | 199,878 ⁽⁴⁾ | I | Held Directly and Indirectly by Reporting Person's Children ⁽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) | \$7.111 | 05/10/2005 | | M | | | 35,437 | 07/21/1999 | 07/21/2005 | Common Stock | 35,437 | \$0 | 0 | D | |

Explanation of Responses:

- 1. Of the 199,878 shares held, 199,164 shares were held Directly; and 714 shares were held by Reporting Person's son.
- 2. Of the 199,878 shares held, 198,964 shares were held Directly; 714 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter.
- 3. Of the 199,878 shares held, 198,964 shares were held Directly; 714 shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; and 200 shares were held by Reporting Person's son.
- 4. Of the 199,878 shares held, 198,964 shares were held Directly; 714 shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter.

Remarks:

Deborah L. Wussler, Attorney-in-
Fact 05/11/2005

** 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.