

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>SANGHI STEVE</u> (Last) (First) (Middle) <u>C/O MICROCHIP TECHNOLOGY INCORPORATED</u> <u>2355 WEST CHANDLER BOULEVARD</u> (Street) <u>CHANDLER</u> <u>AZ</u> <u>85224-6199</u> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>MICROCHIP TECHNOLOGY INC [MCHP]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/23/2006</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, CEO, Chairman</u> 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		
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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	01/23/2006		M		50,000	A	\$4.987	3,588,880 ⁽¹⁾	I	Held Directly and Indirectly, by Trust ⁽¹⁾
Common Stock	01/23/2006		S		25,000	D	\$35.2473	3,563,880 ⁽²⁾	I	Held Directly and Indirectly, by Trust ⁽²⁾
Common Stock	01/23/2006		S		25,000	D	\$35.283	3,538,880 ⁽³⁾	I	Held Directly and Indirectly, by Trust ⁽³⁾
Common Stock	01/24/2006		M		50,000	A	\$4.987	3,588,880 ⁽¹⁾	I	Held Directly and Indirectly, by Trust ⁽¹⁾
Common Stock	01/24/2006		S		25,000	D	\$35.5042	3,563,880 ⁽²⁾	I	Held Directly and Indirectly, by Trust ⁽²⁾
Common Stock	01/24/2006		S		25,000	D	\$35.7515	3,538,880 ⁽³⁾	I	Held Directly and Indirectly, by Trust ⁽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 Option (Right to Buy)	\$4.987	01/23/2006		M			50,000	07/02/2000	07/02/2006	Common Stock	50,000	\$0	313,812	D	
Common Stock Option (Right to Buy)	\$4.987	01/24/2006		M			50,000	07/02/2000	07/02/2006	Common Stock	50,000	\$0	263,812	D	

Explanation of Responses:

1. Of the 3,588,880 shares held, 74,874 shares were held Directly; 3,514,006 shares were held by Trust.
2. Of the 3,563,880 shares held, 49,874 shares were held Directly; 3,514,006 shares were held by Trust.
3. Of the 3,538,880 shares held, 24,874 shares were held Directly; 3,514,006 shares were held by Trust.

Remarks:

Deborah L. Wussler, as Attorney-
in-Fact

01/25/2006

** 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.

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