

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>DREHOBL STEPHEN V</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>05/05/2005</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>VP, Security, MCU & Tech Div.</u> 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 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	05/05/2006		M		13,268	A	\$10.037	18,895	D	
Common Stock	05/05/2006		M		776	A	\$5.778	19,671	D	
Common Stock	05/05/2006		M		14,925	A	\$23.389	34,596	D	
Common Stock	05/05/2006		M		5,163	A	\$15.917	39,759	D	
Common Stock	05/05/2006		A		1,423	A	\$24.267	41,182	D	
Common Stock	05/05/2006		M		2,685	A	\$27.153	43,867	D	
Common Stock	05/05/2006		S		38,240	D	\$37.748	5,627	D	

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)	\$10.037	05/05/2006		M			13,268	04/01/2003	04/14/2009	Common Stock	13,268	\$0	0	D	
Common Stock Option (Right to Buy)	\$5.778	05/05/2006		M			776	10/09/1999	10/09/2008	Common Stock	776	\$0	0	D	
Common Stock Option (Right to Buy)	\$23.389	05/05/2006		M			14,925	03/31/2004	04/14/2010	Common Stock	14,925	\$0	0	D	
Common Stock Option (Right to Buy)	\$15.917	05/05/2006		M			5,163	03/31/2005	04/02/2011	Common Stock	5,163	\$0	0	D	
Common Stock Option (Right to Buy)	\$24.267	05/05/2006		M			1,423	02/17/2003	01/22/2012	Common Stock	1,423	\$0	0	D	
Common Stock Option (Right to Buy)	\$27.153	05/05/2006		M			2,685	07/03/2003	04/03/2012	Common Stock	2,685	\$0	0	D	

Explanation of Responses:

Remarks:

Deborah L. Wussler, as Attorney-in-Fact 05/08/2006
 Date

** 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.