#### FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

OMB	ᇚ	/ N I

OMB Number:	3235-0362
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hours per response:	1.0

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Ш										
Name and Address of Reporting Person*     PARNELL GORDON W			2. Issuer Name and Ticker or Trading Symbol MICROCHIP TECHNOLOGY INC [ MCHP ]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
			MICROCIII ILCIII OLOGI II C		Director	10% Owner				
(1 4)	(First)	/A 4: -l -l - \	-	X	Officer (give title below)	Other (specify below)				
(Last) (First) (Middle)			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)	VP and CFO						
C/O MICROCHIP TECHNOLOGY INCORPORATED			03/31/2007							
2355 WEST CH	ANDLER BOUL	EVARD								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	idual or Joint/Group Filing	(Check Applicable Line)				
CHANDLER	AZ	85224-6199		X	Form filed by One Repo	orting Person				
			_		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)	Transaction Code (Instr.	(Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial
				Amount	(A) or (D)	Price	at end of Issuer's Fiscal Year (Instr. 3 and 4)	(I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	03/02/2007		G	1,050	D	\$35.17	7,315 <sup>(1)</sup>	I	Held Indirectly, by Trust <sup>(1)</sup>

# 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)			Expiration Date (Month/Day/Year) (A) or of (D)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			derivative Securities Beneficially Owned Following	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Reported Transaction(s) (Instr. 4)				

## Explanation of Responses:

1. On 04/24/2007, the Reporting Person transferred ownership of 576 shares from Direct holding to Indirect holding, by Trust.

# Remarks:

Deborah L. Wussler, as Attorney-

in-Fact

\*\* Signature of Reporting Person

Date

05/02/2007

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).