

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>PARNELL GORDON W</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>02/26/2008</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP and CFO</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	02/26/2008		M		23,200	A	\$23.389	38,734 ⁽³⁾	I	Held Directly and Indirectly by Trust ⁽³⁾
Common Stock	02/26/2008		M		9,000	A	\$24.861	15,534 ⁽¹⁾⁽²⁾	I	Held Directly and Indirectly by Trust ⁽¹⁾⁽²⁾
Common Stock	02/26/2008		S		100	D	\$32.68	38,634 ⁽⁴⁾	I	Held Directly and Indirectly by Trust ⁽⁴⁾
Common Stock	02/26/2008		S		3,300	D	\$32.66	35,334 ⁽⁵⁾	I	Held Directly and Indirectly by Trust ⁽⁵⁾
Common Stock	02/26/2008		S		3,100	D	\$32.63	32,234 ⁽⁶⁾	I	Held Directly and Indirectly by Trust ⁽⁶⁾
Common Stock	02/26/2008		S		500	D	\$32.61	31,734 ⁽⁷⁾	I	Held Directly and Indirectly by Trust ⁽⁷⁾
Common Stock	02/26/2008		S		10,200	D	\$32.6	21,534 ⁽⁸⁾	I	Held Directly and Indirectly by Trust ⁽⁸⁾
Common Stock	02/26/2008		S		5,000	D	\$32.58	16,534 ⁽⁹⁾	I	Held Directly and Indirectly by Trust ⁽⁹⁾
Common Stock	02/26/2008		S		10,000	D	\$32.59	6,534	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)	\$24.861	02/26/2008		M			9,000	03/31/2001	06/01/2010	Common Stock	9,000	\$0	0	D	
Common Stock Option (Right to Buy)	\$23.389	02/26/2008		M			23,200	07/01/2004	04/14/2010	Common Stock	23,200	\$0	0	D	

Explanation of Responses:

- On 10/1/07, the Reporting Person transferred ownership of 116 shares from Direct holding to Indirect holding, by Trust.
- Of the 15,534 shares held, 9,000 shares were held Directly; 6,534 shares were held by Trust.
- Of the 38,734 shares held, 32,200 shares were held Directly; 6,534 shares were held by Trust.
- Of the 38,634 shares held, 32,100 shares were held Directly; 6,534 shares were held by Trust.
- Of the 35,334 shares held, 28,800 shares were held Directly; 6,534 shares were held by Trust.
- Of the 32,234 shares held, 25,700 shares were held Directly; 6,534 shares were held by Trust.
- Of the 31,734 shares held, 25,200 shares were held Directly; 6,534 shares were held by Trust.
- Of the 21,534 shares held, 15,000 shares were held Directly; 6,534 shares were held by Trust.
- Of the 16,534 shares held, 10,000 shares were held Directly; 6,534 shares were held by Trust.

Remarks:

Deborah L. Wussler, Attorney-in-Fact 02/28/2008

** 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.