

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>	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>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2008</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/01/2008		M		1,300	A	\$38	7,381 ⁽¹⁾	I	Held Directly and Indirectly by Trust ⁽¹⁾
Common Stock	05/01/2008		F		406	D	\$38	6,975 ⁽²⁾	I	Held Directly and Indirectly, by Trust ⁽²⁾
Common Stock	05/01/2008		M		1,875	A	\$38	8,850 ⁽³⁾	I	Held Directly and Indirectly, by Trust ⁽³⁾
Common Stock	05/01/2008		F		586	D	\$38	8,264 ⁽⁴⁾	I	Held Directly and Indirectly, by Trust ⁽⁴⁾
Common Stock	05/02/2008		M		1,060	A	\$21	9,324 ⁽⁵⁾	I	Held Directly and Indirectly, by Trust ⁽⁵⁾
Common Stock	05/02/2008		M		4,373	A	\$21	13,697 ⁽⁶⁾	I	Held Directly and Indirectly, by Trust ⁽⁶⁾
Common Stock	05/02/2008		M		93	A	\$18.48	13,790 ⁽⁷⁾	I	Held Directly and Indirectly, by Trust ⁽⁷⁾
Common Stock	05/02/2008		M		300	A	\$18.48	14,090 ⁽⁸⁾	I	Held Directly and Indirectly, by Trust ⁽⁸⁾
Common Stock	05/02/2008		M		2,000	A	\$18.48	16,090 ⁽⁹⁾	I	Held Directly and Indirectly, by Trust ⁽⁹⁾

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/02/2008		M		1,000	A	\$18.48	17,090 ⁽¹⁰⁾	I	Held Directly and Indirectly, by Trust ⁽¹⁰⁾
Common Stock	05/02/2008		M		2,000	A	\$18.48	19,090 ⁽¹¹⁾	I	Held Directly and Indirectly, by Trust ⁽¹¹⁾
Common Stock	05/02/2008		M		11,000	A	\$18.48	30,090 ⁽¹²⁾	I	Held Directly and Indirectly, by Trust ⁽¹²⁾
Common Stock	05/02/2008		M		940	A	\$18.48	31,030 ⁽¹³⁾	I	Held Directly and Indirectly, by Trust ⁽¹³⁾
Common Stock	05/02/2008		S		93	D	\$38	30,937 ⁽¹⁴⁾	I	Held Directly and Indirectly, by Trust. ⁽¹⁴⁾
Common Stock	05/02/2008		S		300	D	\$37.9	30,637 ⁽¹⁵⁾	I	Held Directly and Indirectly, by Trust ⁽¹⁵⁾
Common Stock	05/02/2008		S		2,000	D	\$37.6	28,637 ⁽¹⁶⁾	I	Held Directly and Indirectly, by Trust ⁽¹⁶⁾
Common Stock	05/02/2008		S		1,000	D	\$37.55	27,637 ⁽¹⁷⁾	I	Held Directly and Indirectly, by Trust ⁽¹⁷⁾
Common Stock	05/02/2008		S		2,000	D	\$37.65	25,637 ⁽¹⁸⁾	I	Held Directly and Indirectly, by Trust ⁽¹⁸⁾
Common Stock	05/02/2008		S		2,000	D	\$37.5	23,637 ⁽¹⁹⁾	I	Held Directly and Indirectly, by Trust ⁽¹⁹⁾
Common Stock	05/02/2008		S		2,000	D	\$37.5	21,637 ⁽²⁰⁾	I	Held Directly and Indirectly, by Trust ⁽²⁰⁾
Common Stock	05/02/2008		S		5,000	D	\$37.5	16,637 ⁽²¹⁾	I	Held Directly

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			
										and Indirectly, by Trust ⁽²¹⁾
Common Stock	05/02/2008		S		2,000	D	\$37.5	14,637 ⁽²²⁾	I	Held Directly and Indirectly, by Trust ⁽²²⁾
Common Stock	05/02/2008		S		2,000	D	\$37.55	12,637 ⁽²³⁾	I	Held Directly and Indirectly, by Trust ⁽²³⁾
Common Stock	05/02/2008		S		2,000	D	\$37.6	10,637 ⁽²⁴⁾	I	Held Directly and Indirectly, by Trust ⁽²⁴⁾
Common Stock	05/02/2008		S		2,373	D	\$37.6	8,264 ⁽²⁵⁾	I	Held Directly and Indirectly, by Trust ⁽²⁵⁾

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)	\$21	05/02/2008		M			1,060	08/01/2003	08/01/2012	Common Stock	5,433	\$21	4,373	D	
Common Stock Option (Right to Buy)	\$21	05/02/2008		M			4,373	08/01/2003	08/01/2012	Common Stock	4,373	\$0	0	D	
Common Stock Option (Right to Buy)	\$18.48	05/02/2008		M			93	03/31/2007	04/09/2013	Common Stock	93	\$0	17,240	D	
Common Stock Option (Right to Buy)	\$21	05/02/2008		M			300	03/31/2007	04/09/2013	Common Stock	300	\$0	16,940	D	
Common Stock Option (Right to Buy)	\$21	05/02/2008		M			2,000	03/31/2007	04/09/2013	Common Stock	2,000	\$0	14,940	D	
Common Stock Option (Right to Buy)	\$21	05/02/2008		M			1,000	03/31/2007	04/09/2013	Common Stock	1,000	\$0	13,940	D	
Common Stock Option (Right to Buy)	\$21	05/02/2008		M			2,000	03/31/2007	04/09/2013	Common Stock	2,000	\$0	11,940	D	
Common Stock Option (Right to Buy)	\$21	05/02/2008		M			11,000	03/31/2007	04/09/2013	Common Stock	11,000	\$0	940	D	
Common Stock Option (Right to Buy)	\$21	05/02/2008		M			940	03/31/2007	04/09/2013	Common Stock	940	\$0	0	D	
Common Stock	\$38	05/01/2008		M			1,300	(26)	(26)	Common Stock	10,400	\$0	9,100	D	
Common Stock	\$38	05/01/2008		M			1,875	(27)	(27)	Common Stock	1,875	\$0	0	D	

Explanation of Responses:

- Of the 7,381 shares held, 1,847 shares were held Directly; 5,534 shares were held by Trust.
- Of the 6,975 shares held, 1,441 shares were held Directly; 5,534 shares were held by Trust.
- Of the 8,850 shares held, 3,316 shares were held Directly; 5,534 shares were held by Trust.
- Of the 8,264 shares held, 2,730 shares were held Directly; 5,534 shares were held by Trust.

5. Of the 9,324 shares held, 3,790 shares were held Directly; 5,534 shares were held by Trust.
6. Of the 13,697 shares held, 8,163 shares were held Directly; 5,534 shares were held by Trust.
7. Of the 13,790 shares held, 8,256 shares were held Directly; 5,534 shares were held by Trust.
8. Of the 14,090 shares held, 8,556 shares were held Directly; 5,534 shares were held by Trust.
9. Of the 16,090 shares held, 10,556 shares were held Directly; 5,534 shares were held by Trust.
10. Of the 17,090 shares held, 11,556 shares were held Directly; 5,534 shares were held by Trust.
11. Of the 19,090 shares held, 13,556 shares were held Directly; 5,534 shares were held by Trust.
12. Of the 30,090 shares held, 24,556 shares were held Directly; 5,534 shares were held by Trust.
13. Of the 31,030 shares held, 25,496 shares were held Directly; 5,534 shares were held by Trust.
14. Of the 30,937 shares held, 25,403 shares were held Directly; 5,534 shares were held by Trust.
15. Of the 30,637 shares held, 25,103 shares were held Directly; 5,534 shares were held by Trust.
16. Of the 28,637 shares held, 23,103 shares were held Directly; 5,534 shares were held by Trust.
17. Of the 27,637 shares held, 22,103 shares were held Directly; 5,534 shares were held by Trust.
18. Of the 25,637 shares held, 20,103 shares were held Directly; 5,534 shares were held by Trust.
19. Of the 23,637 shares held, 18,103 shares were held Directly; 5,534 shares were held by Trust.
20. Of the 21,637 shares held, 16,103 shares were held Directly; 5,534 shares were held by Trust.
21. Of the 16,637 shares held, 11,103 shares were held Directly; 5,534 shares were held by Trust.
22. Of the 14,637 shares held, 9,103 shares were held Directly; 5,534 shares were held by Trust.
23. Of the 12,637 shares held, 7,103 shares were held Directly; 5,534 shares were held by Trust.
24. Of the 10,637 shares held, 5,103 shares were held Directly; 5,534 shares were held by Trust.
25. Of the 8,264 shares held, 2,730 shares were held Directly; 5,534 shares were held by Trust.
26. The restricted stock units vest in eight equal quarterly installments beginning May 1, 2008. Vested shares will be delivered to the reporting person upon vest.
27. The restricted stock units vested in full on the first anniversary of the first business day of the month following the date of grant.

Remarks:

Deborah L. Wussler, as Attorney-
in-Fact

05/05/2008

** 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.

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