

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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>CHAPMAN MATTHEW 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>05/02/2008</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 Officer (give title below) Other (specify below) 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
---	--	---

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	05/02/2008		S		3,000	D	\$37.55	10,897 ⁽¹⁾	I	Held Directly and Indirectly, by Trust and Reporting Person's children ⁽¹⁾
Common Stock	05/02/2008		S		255	D	\$37.54	10,642 ⁽²⁾	I	Held Directly and Indirectly, by Trust and Reporting Person's children ⁽²⁾
Common Stock	05/02/2008		S		300	D	\$37.53	10,342 ⁽³⁾	I	Held Directly and Indirectly, by Trust and Reporting Person's children ⁽³⁾
Common Stock	05/02/2008		S		500	D	\$37.51	9,842 ⁽⁴⁾	I	Held Directly and Indirectly, by Trust and Reporting Person's children ⁽⁴⁾
Common Stock	05/02/2008		S		2,445	D	\$37.5	7,397 ⁽⁵⁾	I	Held Directly and Indirectly, by Trust and Reporting Person's children ⁽⁵⁾

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				

Explanation of Responses:

- Of the 10,897 shares held, 10,500 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children.
- Of the 10,642 shares held, 10,245 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children.
- Of the 10,342 shares held, 9,945 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children.
- Of the 9,842 shares held, 9,445 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children.
- Of the 7,397 shares held, 7,000 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children.

Remarks:

Deborah L. Wussler, as Attorney-in-Fact05/06/2008

** Signature of Reporting PersonDate

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.