

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

<div>1. Name and Address of Reporting Person*</div> <div><u>PARNELL GORDON W</u></div> <div>(Last) (First) (Middle)</div> <div><u>C/O MICROCHIP TECHNOLOGY INCORPORATED</u></div> <div><u>2355 WEST CHANDLER BOULEVARD</u></div> <div>(Street)</div> <div><u>CHANDLER</u> <u>AZ</u> <u>85224-6199</u></div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div><u>MICROCHIP TECHNOLOGY INC [MCHP]</u></div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div><u>05/14/2008</u></div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</div> <div><u>VP and CFO</u></div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
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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	05/14/2008		M		26,000	A	\$24.04	34,264 ⁽¹⁾	I	Held Directly and Indirectly by Trust ⁽¹⁾
Common Stock	05/14/2008		S		400	D	\$37.48	33,864 ⁽²⁾	I	Held Directly and Indirectly by Trust ⁽²⁾
Common Stock	05/14/2008		S		100	D	\$37.47	33,764 ⁽³⁾	I	Held Directly and Indirectly by Trust ⁽³⁾
Common Stock	05/14/2008		S		400	D	\$37.46	33,364 ⁽⁴⁾	I	Held Directly and Indirectly by Trust ⁽⁴⁾
Common Stock	05/14/2008		S		100	D	\$37.45	33,264 ⁽⁵⁾	I	Held Directly and Indirectly by Trust ⁽⁵⁾
Common Stock	05/14/2008		S		400	D	\$37.44	32,864 ⁽⁶⁾	I	Held Directly and Indirectly by Trust ⁽⁶⁾
Common Stock	05/14/2008		S		300	D	\$37.43	32,564 ⁽⁷⁾	I	Held Directly and Indirectly by Trust ⁽⁷⁾
Common Stock	05/14/2008		S		1,100	D	\$37.42	31,464 ⁽⁸⁾	I	Held Directly and Indirectly by Trust ⁽⁸⁾
Common Stock	05/14/2008		S		1,300	D	\$37.41	30,164 ⁽⁹⁾	I	Held Directly and Indirectly by Trust ⁽⁹⁾

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/14/2008		S		1,700	D	\$37.4	28,464 ⁽¹⁰⁾	I	Held Directly and Indirectly by Trust ⁽¹⁰⁾
Common Stock	05/14/2008		S		1,500	D	\$37.39	26,964 ⁽¹¹⁾	I	Held Directly and Indirectly by Trust ⁽¹¹⁾
Common Stock	05/14/2008		S		100	D	\$37.38	26,864 ⁽¹²⁾	I	Held Directly and Indirectly by Trust ⁽¹²⁾
Common Stock	05/14/2008		S		400	D	\$37.37	26,464 ⁽¹³⁾	I	Held Directly and Indirectly by Trust ⁽¹³⁾
Common Stock	05/14/2008		S		1,100	D	\$37.36	25,364 ⁽¹⁴⁾	I	Held Directly and Indirectly by Trust ⁽¹⁴⁾
Common Stock	05/14/2008		S		1,100	D	\$37.35	24,264 ⁽¹⁵⁾	I	Held Directly and Indirectly by Trust ⁽¹⁵⁾
Common Stock	05/14/2008		S		101	D	\$37.34	24,163 ⁽¹⁶⁾	I	Held Directly and Indirectly by Trust ⁽¹⁶⁾
Common Stock	05/14/2008		S		2,000	D	\$37.33	22,163 ⁽¹⁷⁾	I	Held Directly and Indirectly by Trust ⁽¹⁷⁾
Common Stock	05/14/2008		S		3,472	D	\$37.32	18,691 ⁽¹⁸⁾	I	Held Directly and Indirectly by Trust ⁽¹⁸⁾
Common Stock	05/14/2008		S		327	D	\$37.31	18,364 ⁽¹⁹⁾	I	Held Directly and Indirectly by Trust ⁽¹⁹⁾
Common Stock	05/14/2008		S		400	D	\$37.3	17,964 ⁽²⁰⁾	I	Held Directly and Indirectly by Trust ⁽²⁰⁾

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	05/14/2008		S		2,825	D	\$37.29	15,139 ⁽²¹⁾	I	Held Directly and Indirectly by Trust ⁽²¹⁾
Common Stock	05/14/2008		S		1,007	D	\$37.28	14,132 ⁽²²⁾	I	Held Directly and Indirectly by Trust ⁽²²⁾
Common Stock	05/14/2008		S		2,168	D	\$37.27	11,964 ⁽²³⁾	I	Held Directly and Indirectly by Trust ⁽²³⁾
Common Stock	05/14/2008		S		200	D	\$37.25	11,764 ⁽²⁴⁾	I	Held Directly and Indirectly by Trust ⁽²⁴⁾
Common Stock	05/14/2008		S		500	D	\$37.24	11,264 ⁽²⁵⁾	I	Held Directly and Indirectly by Trust ⁽²⁵⁾
Common Stock	05/14/2008		S		1,600	D	\$37.23	9,664 ⁽²⁶⁾	I	Held Directly and Indirectly by Trust ⁽²⁶⁾
Common Stock	05/14/2008		S		700	D	\$37.22	8,964 ⁽²⁷⁾	I	Held Directly and Indirectly by Trust ⁽²⁷⁾
Common Stock	05/14/2008		S		500	D	\$37.21	8,464 ⁽²⁸⁾	I	Held Directly and Indirectly by Trust ⁽²⁸⁾
Common Stock	05/14/2008		S		200	D	\$37.2	8,264 ⁽²⁹⁾	I	Held Directly and Indirectly by Trust ⁽²⁹⁾

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)	\$24.04	05/14/2008		M			26,000	10/25/2003	10/25/2012	Common Stock	26,000	\$0	0	D	

Explanation of Responses:

1. Of the 34,264 shares held, 28,730 shares were held Directly; 5,534 shares were held by Trust.

2. Of the 33,864 shares held, 28,330 shares were held Directly; 5,534 shares were held by Trust.
3. Of the 33,764 shares held, 28,230 shares were held Directly; 5,534 shares were held by Trust.
4. Of the 33,364 shares held, 27,830 shares were held Directly; 5,534 shares were held by Trust.
5. Of the 33,264 shares held, 27,730 shares were held Directly; 5,534 shares were held by Trust.
6. Of the 32,864 shares held, 27,330 shares were held Directly; 5,534 shares were held by Trust.
7. Of the 32,564 shares held, 27,030 shares were held Directly; 5,534 shares were held by Trust.
8. Of the 31,464 shares held, 25,930 shares were held Directly; 5,534 shares were held by Trust.
9. Of the 30,164 shares held, 24,630 shares were held Directly; 5,534 shares were held by Trust.
10. Of the 28,464 shares held, 22,930 shares were held Directly; 5,534 shares were held by Trust.
11. Of the 26,964 shares held, 21,430 shares were held Directly; 5,534 shares were held by Trust.
12. Of the 26,864 shares held, 21,330 shares were held Directly; 5,534 shares were held by Trust.
13. Of the 26,464 shares held, 20,930 shares were held Directly; 5,534 shares were held by Trust.
14. Of the 25,364 shares held, 19,830 shares were held Directly; 5,534 shares were held by Trust.
15. Of the 24,264 shares held, 18,730 shares were held Directly; 5,534 shares were held by Trust.
16. Of the 24,163 shares held, 18,629 shares were held Directly; 5,534 shares were held by Trust.
17. Of the 22,163 shares held, 16,629 shares were held Directly; 5,534 shares were held by Trust.
18. Of the 18,691 shares held, 13,157 shares were held Directly; 5,534 shares were held by Trust.
19. Of the 18,364 shares held, 12,830 shares were held Directly; 5,534 shares were held by Trust.
20. Of the 17,964 shares held, 12,430 shares were held Directly; 5,534 shares were held by Trust.
21. Of the 15,139 shares held, 9,605 shares were held Directly; 5,534 shares were held by Trust.
22. Of the 14,132 shares held, 8,598 shares were held Directly; 5,534 shares were held by Trust.
23. Of the 11,964 shares held, 6,430 shares were held Directly; 5,534 shares were held by Trust.
24. Of the 11,764 shares held, 6,230 shares were held Directly; 5,534 shares were held by Trust.
25. Of the 11,264 shares held, 5,730 shares were held Directly; 5,534 shares were held by Trust.
26. Of the 9,664 shares held, 4,130 shares were held Directly; 5,534 shares were held by Trust.
27. Of the 8,964 shares held, 3,430 shares were held Directly; 5,534 shares were held by Trust.
28. Of the 8,464 shares held, 2,930 shares were held Directly; 5,534 shares were held by Trust.
29. Of the 8,264 shares held, 2,730 shares were held Directly; 5,534 shares were held by Trust.

Remarks:

Deborah L. Wussler, as Attorney-
in-Fact 05/14/2008

** 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.