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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>SANGHI STEVE</u> (Last) (First) (Middle) <u>C/O MICROCHIP TECHNOLOGY INCORPORATED</u> <u>2355 WEST CHANDLER BOULEVARD</u> (Street) <u>CHANDLER AZ 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, CEO, Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2008</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	05/15/2008		s		2,700	D	\$37.59	4,153,572 ⁽¹⁾	I	Held Directly and Indirectly by Trust ⁽¹⁾
Common Stock	05/15/2008		s		400	D	\$37.58	4,153,172 ⁽²⁾	I	Held Directly and Indirectly by Trust ⁽²⁾
Common Stock	05/15/2008		s		4,300	D	\$37.57	4,148,872 ⁽³⁾	I	Held Directly and Indirectly by Trust ⁽³⁾
Common Stock	05/15/2008		s		2,100	D	\$37.56	4,146,772 ⁽⁴⁾	I	Held Directly and Indirectly by Trust
Common Stock	05/15/2008		s		2,800	D	\$37.55	4,143,972 ⁽⁵⁾	I	Held Directly and Indirectly by Trust ⁽⁵⁾
Common Stock	05/15/2008		s		4,200	D	\$37.54	4,139,772 ⁽⁶⁾	I	Held Directly and Indirectly by Trust ⁽⁶⁾
Common Stock	05/15/2008		s		1,330	D	\$37.53	4,138,442 ⁽⁷⁾	I	Held Directly and Indirectly by Trust ⁽⁷⁾
Common Stock	05/15/2008		s		1,670	D	\$37.52	4,136,772 ⁽⁸⁾	I	Held Directly and Indirectly by Trust ⁽⁸⁾
Common Stock	05/15/2008		s		2,155	D	\$37.51	4,134,617 ⁽⁹⁾	I	Held Directly and Indirectly by Trust ⁽⁹⁾

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	05/15/2008		S		5,757	D	\$37.5	4,128,860 ⁽¹⁰⁾	I	Held Directly and Indirectly by Trust ⁽¹⁰⁾
Common Stock	05/15/2008		S		6,630	D	\$37.49	4,122,230 ⁽¹¹⁾	I	Held Directly and Indirectly by Trust ⁽¹¹⁾
Common Stock	05/15/2008		S		4,258	D	\$37.48	4,117,972 ⁽¹²⁾	I	Held Directly and Indirectly by Trust ⁽¹²⁾
Common Stock	05/15/2008		S		1,500	D	\$37.47	4,116,472 ⁽¹³⁾	I	Held Directly and Indirectly by Trust ⁽¹³⁾
Common Stock	05/15/2008		S		2,700	D	\$37.46	4,113,772 ⁽¹⁴⁾	I	Held Directly and Indirectly by Trust ⁽¹⁴⁾
Common Stock	05/15/2008		S		4,300	D	\$37.45	4,109,472 ⁽¹⁵⁾	I	Held Directly and Indirectly by Trust
Common Stock	05/15/2008		S		2,443	D	\$37.44	4,107,029 ⁽¹⁶⁾	I	Held Directly and Indirectly by Trust ⁽¹⁶⁾
Common Stock	05/15/2008		S		7,295	D	\$37.43	4,099,734 ⁽¹⁷⁾	I	Held Directly and Indirectly by Trust
Common Stock	05/15/2008		S		18,523	D	\$37.42	4,081,211 ⁽¹⁸⁾	I	Held Directly and Indirectly by Trust ⁽¹⁸⁾
Common Stock	05/15/2008		S		6,208	D	\$37.41	4,075,003 ⁽¹⁹⁾	I	Held Directly and Indirectly by Trust ⁽¹⁹⁾
Common Stock	05/15/2008		S		7,464	D	\$37.4	4,067,539 ⁽²⁰⁾	I	Held Directly and Indirectly by Trust ⁽²⁰⁾
Common Stock	05/15/2008		S		1,642	D	\$37.39	4,065,897 ⁽²¹⁾	I	Held Directly and

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			
										Indirectly by Trust
Common Stock	05/15/2008		s		1,000	D	\$38	4,064,897 ⁽²²⁾	I	Held Directly and Indirectly by Trust ⁽²²⁾
Common Stock	05/15/2008		s		3,000	D	\$37.99	4,061,897 ⁽²³⁾	I	Held Directly and Indirectly by Trust ⁽²³⁾
Common Stock	05/15/2008		s		500	D	\$37.98	4,061,397 ⁽²⁴⁾	I	Held Directly and Indirectly by Trust ⁽²⁴⁾
Common Stock	05/15/2008		s		2,900	D	\$37.97	4,058,497 ⁽²⁵⁾	I	Held Directly and Indirectly by Trust ⁽²⁵⁾
Common Stock	05/15/2008		s		500	D	\$37.96	4,057,997 ⁽²⁶⁾	I	Held Directly and Indirectly by Trust ⁽²⁶⁾
Common Stock	05/15/2008		s		5,900	D	\$37.95	4,052,097 ⁽²⁷⁾	I	Held Directly and Indirectly by Trust ⁽²⁷⁾
Common Stock	05/15/2008		s		1,783	D	\$37.94	4,050,314 ⁽²⁸⁾	I	Held Directly and Indirectly by Trust
Common Stock	05/15/2008		s		617	D	\$37.93	4,049,697 ⁽²⁹⁾	I	Held Directly and Indirectly by Trust ⁽²⁹⁾
Common Stock	05/15/2008		s		455	D	\$37.92	4,049,242 ⁽³⁰⁾	I	Held Directly and Indirectly by Trust ⁽³⁰⁾

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:

1. Of the 4,153,572 shares held, 30,947 shares were held Directly; 4,122,625 shares were held by Trust.

2. Of the 4,153,172 shares held, 30,947 shares were held Directly; 4,122,225 shares were held by Trust.

3. Of the 4,148,872 shares held, 30,947 shares were held Directly; 4,117,925 shares were held by Trust.

4. Of the 4,146,772 shares held, 30,947 shares were held Directly; 4,115,825 shares were held by Trust.
5. Of the 4,143,972 shares held, 30,947 shares were held Directly; 4,113,025 shares were held by Trust.
6. Of the 4,139,772 shares held, 30,947 shares were held Directly; 4,108,825 shares were held by Trust.
7. Of the 4,138,442 shares held, 30,947 shares were held Directly; 4,107,495 shares were held by Trust.
8. Of the 4,136,772 shares held, 30,947 shares were held Directly; 4,105,825 shares were held by Trust.
9. Of the 4,134,617 shares held, 30,947 shares were held Directly; 4,103,670 shares were held by Trust.
10. Of the 4,128,860 shares held, 30,947 shares were held Directly; 4,097,913 shares were held by Trust.
11. Of the 4,122,230 shares held, 30,947 shares were held Directly; 4,091,283 shares were held by Trust.
12. Of the 4,117,972 shares held, 30,947 shares were held Directly; 4,087,025 shares were held by Trust.
13. Of the 4,116,472 shares held, 30,947 shares were held Directly; 4,085,525 shares were held by Trust.
14. Of the 4,113,772 shares held, 30,947 shares were held Directly; 4,082,825 shares were held by Trust.
15. Of the 4,109,472 shares held, 30,947 shares were held Directly; 4,078,525 shares were held by Trust.
16. Of the 4,107,029 shares held, 30,947 shares were held Directly; 4,076,082 shares were held by Trust.
17. Of the 4,099,734 shares held, 30,947 shares were held Directly; 4,068,787 shares were held by Trust.
18. Of the 4,081,211 shares held, 30,947 shares were held Directly; 4,050,264 shares were held by Trust.
19. Of the 4,075,003 shares held, 30,947 shares were held Directly; 4,044,056 shares were held by Trust.
20. Of the 4,067,539 shares held, 30,947 shares were held Directly; 4,036,592 shares were held by Trust.
21. Of the 4,065,897 shares held, 30,947 shares were held Directly; 4,034,950 shares were held by Trust.
22. Of the 4,064,897 shares held, 30,947 shares were held Directly; 4,033,950 shares were held by Trust.
23. Of the 4,061,897 shares held, 30,947 shares were held Directly; 4,030,950 shares were held by Trust.
24. Of the 4,061,397 shares held, 30,947 shares were held Directly; 4,030,450 shares were held by Trust.
25. Of the 4,058,497 shares held, 30,947 shares were held Directly; 4,027,550 shares were held by Trust.
26. Of the 4,057,997 shares held, 30,947 shares were held Directly; 4,027,050 shares were held by Trust.
27. Of the 4,052,097 shares held, 30,947 shares were held Directly; 4,021,150 shares were held by Trust.
28. Of the 4,050,314 shares held, 30,947 shares were held Directly; 4,019,367 shares were held by Trust.
29. Of the 4,049,697 shares held, 30,947 shares were held Directly; 4,018,750 shares were held by Trust.
30. Of the 4,049,242 shares held, 30,947 shares were held Directly; 4,018,295 shares were held by Trust.

Remarks:

Deborah L. Wussler, as Attorney- 05/19/2008
in-Fact

** 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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