

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

<div>1. Name and Address of Reporting Person*</div> <div>SANGHI STEVE</div> <div>(Last) (First) (Middle)</div> <div>C/O MICROCHIP TECHNOLOGY INCORPORATED</div> <div>2355 WEST CHANDLER BOULEVARD</div> <div>(Street)</div> <div>CHANDLER AZ 85224-6199</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div>MICROCHIP TECHNOLOGY INC [MCHP]</div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>05/15/2008</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>X Director 10% Owner</div> <div>X Officer (give title below) Other (specify below)</div> <div>President, CEO, Chairman</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>X 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	05/15/2008		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⁾

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			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-
in-Fact

05/19/2008

** 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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