

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>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		1,945	D	\$37.91	4,047,297 ⁽¹⁾	I	Held Directly and Indirectly by Trust ⁽¹⁾
Common Stock	05/15/2008		S		100	D	\$37.9	4,047,197 ⁽²⁾	I	Held Directly and Indirectly by Trust ⁽²⁾
Common Stock	05/15/2008		S		1,538	D	\$37.89	4,045,659 ⁽³⁾	I	Held Directly and Indirectly by Trust ⁽³⁾
Common Stock	05/15/2008		S		2,617	D	\$37.88	4,043,042 ⁽⁴⁾	I	Held Directly and Indirectly by Trust ⁽⁴⁾
Common Stock	05/15/2008		S		2,445	D	\$37.87	4,040,597 ⁽⁵⁾	I	Held Directly and Indirectly by Trust ⁽⁵⁾
Common Stock	05/15/2008		S		1,600	D	\$37.86	4,038,997 ⁽⁶⁾	I	Held Directly and Indirectly by Trust ⁽⁶⁾
Common Stock	05/15/2008		S		1,612	D	\$37.85	4,037,385 ⁽⁷⁾	I	Held Directly and Indirectly by Trust ⁽⁷⁾
Common Stock	05/15/2008		S		1,388	D	\$37.84	4,035,997 ⁽⁸⁾	I	Held Directly and Indirectly by Trust ⁽⁸⁾
Common Stock	05/15/2008		S		3,598	D	\$37.82	4,032,399 ⁽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		3,300	D	\$37.81	4,029,099 ⁽¹⁰⁾	I	Held Directly and Indirectly by Trust ⁽¹⁰⁾
Common Stock	05/15/2008		S		6,302	D	\$37.8	4,022,797 ⁽¹¹⁾	I	Held Directly and Indirectly by Trust
Common Stock	05/16/2008		S		2,100	D	\$37.99	4,020,697 ⁽¹²⁾	I	Held Directly and Indirectly by Trust ⁽¹²⁾
Common Stock	05/16/2008		S		2,642	D	\$37.98	4,018,055 ⁽¹³⁾	I	Held Directly and Indirectly by Trust
Common Stock	05/16/2008		S		8,958	D	\$37.97	4,009,097 ⁽¹⁴⁾	I	Held Directly and Indirectly by Trust ⁽¹⁴⁾
Common Stock	05/16/2008		S		100	D	\$37.96	4,008,997 ⁽¹⁵⁾	I	Held Directly and Indirectly by Trust
Common Stock	05/16/2008		S		437	D	\$37.88	4,008,560 ⁽¹⁶⁾	I	Held Directly and Indirectly by Trust ⁽¹⁶⁾
Common Stock	05/16/2008		S		300	D	\$37.85	4,008,260 ⁽¹⁷⁾	I	Held Directly and Indirectly by Trust ⁽¹⁷⁾
Common Stock	05/16/2008		S		200	D	\$37.84	4,008,060 ⁽¹⁸⁾	I	Held Directly and Indirectly by Trust ⁽¹⁸⁾
Common Stock	05/16/2008		S		900	D	\$37.83	4,007,160 ⁽¹⁹⁾	I	Held Directly and Indirectly by Trust ⁽¹⁹⁾
Common Stock	05/16/2008		S		1,531	D	\$37.82	4,005,629 ⁽²⁰⁾	I	Held Directly and Indirectly by Trust ⁽²⁰⁾
Common Stock	05/16/2008		S		2,480	D	\$37.81	4,003,149 ⁽²¹⁾	I	Held Directly and Indirectly

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			
										by Trust ⁽²¹⁾
Common Stock	05/16/2008		S		37,252	D	\$37.8	3,965,897 ⁽²²⁾	I	Held Directly and Indirectly by Trust
Common Stock	05/16/2008		G		7,706	D	\$38.13	3,958,191 ⁽²³⁾	I	Held Directly and Indirectly by Trust ⁽²³⁾

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		Date Exercisable	Expiration Date					
						(A)	(D)		Title	Amount or Number of Shares			

Explanation of Responses:

1. Of the 4,047,297 shares held, 30,947 shares were held Directly; 4,016,350 shares were held by Trust.
2. Of the 4,047,197 shares held, 30,947 shares were held Directly; 4,016,250 shares were held by Trust.
3. Of the 4,045,659 shares held, 30,947 shares were held Directly; 4,014,712 shares were held by Trust.
4. Of the 4,043,042 shares held, 30,947 shares were held Directly; 4,012,095 shares were held by Trust.
5. Of the 4,040,597 shares held, 30,947 shares were held Directly; 4,009,650 shares were held by Trust.
6. Of the 4,038,997 shares held, 30,947 shares were held Directly; 4,008,050 shares were held by Trust.
7. Of the 4,037,385 shares held, 30,947 shares were held Directly; 4,006,438 shares were held by Trust.
8. Of the 4,035,997 shares held, 30,947 shares were held Directly; 4,005,050 shares were held by Trust.
9. Of the 4,032,399 shares held, 30,947 shares were held Directly; 4,001,452 shares were held by Trust.
10. Of the 4,029,099 shares held, 30,947 shares were held Directly; 3,998,152 shares were held by Trust.
11. Of the 4,022,797 shares held, 30,947 shares were held Directly; 3,991,850 shares were held by Trust.
12. Of the 4,020,697 shares held, 30,947 shares were held Directly; 3,989,750 shares were held by Trust.
13. Of the 4,018,055 shares held, 30,947 shares were held Directly; 3,987,108 shares were held by Trust.
14. Of the 4,009,097 shares held, 30,947 shares were held Directly; 3,978,150 shares were held by Trust.
15. Of the 4,008,997 shares held, 30,947 shares were held Directly; 3,978,050 shares were held by Trust.
16. Of the 4,008,560 shares held, 30,947 shares were held Directly; 3,977,613 shares were held by Trust.
17. Of the 4,008,260 shares held, 30,947 shares were held Directly; 3,977,313 shares were held by Trust.
18. Of the 4,008,060 shares held, 30,947 shares were held Directly; 3,977,113 shares were held by Trust.
19. Of the 4,007,150 shares held, 30,947 shares were held Directly; 3,976,213 shares were held by Trust.
20. Of the 4,005,629 shares held, 30,947 shares were held Directly; 3,974,682 shares were held by Trust.
21. Of the 4,003,149 shares held, 30,947 shares were held Directly; 3,972,202 shares were held by Trust.
22. Of the 3,965,897 shares held, 30,947 shares were held Directly; 3,934,950 shares were held by Trust.
23. Of the 3,958,191 shares held, 30,947 shares were held Directly; 3,927,244 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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