

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>LAMBERT DAVID S</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>08/01/2008</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>Director 10% Owner</div> <div>X Officer (give title below) Other (specify below)</div> <div>VP, Fab Operations</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	08/01/2008		G		810	D	\$31.57	156,372 <sup>(1)</sup>	I	Held Directly and Indirectly by Trust and Reporting Person's Children <sup>(1)</sup>
Common Stock	08/01/2008		M		1,400	A	\$31.57	157,772 <sup>(2)</sup>	I	Held Directly and Indirectly by Trust and Reporting Person's Children <sup>(2)</sup>
Common Stock	08/01/2008		F		437	D	\$31.57	157,335 <sup>(3)</sup>	I	Held Directly and Indirectly by Trust and Reporting Person's Children <sup>(3)</sup>

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	\$31.57	08/01/2008		M			1,400	(4)	(4)	Restricted Stock Units	9,800	\$0	8,400	D	

Explanation of Responses:

1. Of the 156,372 shares held, 933 shares were held Directly; 152,650 shares were held by Trust; 1,339 shares were held by Reporting Person's sons; and 1,450 shares were held by Reporting Person's daughters.
2. Of the 157,772 shares held, 2,333 shares were held Directly; 152,650 shares were held by Trust; 1,339 shares were held by Reporting Person's sons; and 1,450 shares were held by Reporting Person's daughters.
3. Of the 157,335 shares held, 1,896 shares were held Directly; 152,650 shares were held by Trust; 1,339 shares were held by Reporting Person's sons; and 1,450 shares were held by Reporting Person's daughters.
4. The restricted stock units vest in eight equal quarterly installments beginning May 1, 2008. Vested shares will be delivered to the reporting person upon vest.

Remarks:

Deborah L. Wussler, Attorney-in-Fact 08/05/2008

\*\* 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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