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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>DREHOBL STEPHEN V</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Security, MCU &amp; Tech Div.</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2009</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CHANDLER AZ 85224-6199</u>								
(City) (State) (Zip)								

**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	03/02/2009		A		662 <sup>(1)</sup>	A	\$15.181	7,911	D	

**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
Restricted Stock Units	(2)	02/27/2009		A		6,900		(3)	(3)	Common Stock	6,900	\$0	6,900	D	
Restricted Stock Units	(2)	02/27/2009		A		7,725		(4)	(4)	Common Stock	7,725	\$0	7,725	D	
Restricted Stock Units	(2)	02/27/2009		A		5,400		(5)	(5)	Common Stock	5,400	\$0	5,400	D	
Restricted Stock Units	(2)	02/27/2009		A		500		(6)	(6)	Common Stock	500	\$0	500	D	

**Explanation of Responses:**

- Shares were acquired under the Microchip Technology Incorporated 2001 Employee Stock Purchase Plan on March 2, 2009, in an exempt transaction pursuant to Rule 16(b)-3(d), paid for by contributions made during the six month period ended February 27, 2009.
- Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.
- The restricted stock units vest in eight equal quarterly installments beginning February 1, 2010, as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ending June 30, 2009. Vested shares will be delivered to the reporting person upon vest.
- The restricted stock units will vest in full on February 1, 2013 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ending June 30, 2009 as determined in accordance with generally accepted accounting principles.
- The restricted stock units will vest in full on November 1, 2012 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended June 30, 2009. Vested shares will be delivered to the reporting person upon vest.
- The restricted stock units will vest in full on February 1, 2010 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended June 30, 2009. Vested shares will be delivered to the reporting person upon vest.

**Remarks:**

Deborah L. Wussler, as Attorney-in-Fact 03/03/2009

\*\* 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.