

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>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>11/29/2010</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>
--	---	---

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	11/29/2010		G		450	D	\$34.08	173,070 <sup>(1)</sup>	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children.
Common Stock	11/29/2010		G		300	D	\$34.08	172,770 <sup>(2)</sup>	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. (2)
Common Stock	12/06/2010		G		300	D	\$35.49	172,470 <sup>(3)</sup>	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. (3)
Common Stock	12/06/2010		G		300	D	\$35.49	172,170 <sup>(4)</sup>	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. (4)
Common Stock	12/06/2010		M		7,740	A	\$15.917	179,910 <sup>(5)</sup>	I	Shares Held Directly and Indirectly by Trust

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			
										and by Reporting Person's Children. (5)
Common Stock	12/06/2010		M		32,400	A	\$15.917	212,310 <sup>(6)</sup>	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. (6)
Common Stock	12/06/2010		M		1,935	A	\$15.86	214,245 <sup>(7)</sup>	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. (7)
Common Stock	12/06/2010		S		42,075	D	\$35.265	172,170 <sup>(4)</sup>	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. (4)

**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 Option (Right to Buy)	\$15.917	12/06/2010		M			7,740	07/02/2002	04/02/2011	Common Stock	7,740	\$0	0	D	
Common Stock Option (Right to Buy)	\$15.917	12/06/2010		M			32,400	03/31/2005	04/02/2011	Common Stock	32,400	\$0	0	D	
Common Stock Option (Right to Buy)	\$15.86	12/06/2010		M			1,935	06/01/2001	06/01/2011	Common Stock	1,935	\$0	0	D	

**Explanation of Responses:**

- Of the 173,070 shares held, 8,683 shares were held Directly; 161,598 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- Of the 172,770 shares held, 8,683 shares were held Directly; 161,298 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- Of the 172,470 shares held, 8,683 shares were held Directly; 160,998 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- Of the 172,170 shares held, 8,683 shares were held Directly; 160,698 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- Of the 179,910 shares held, 16,423 shares were held Directly; 160,698 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- Of the 212,310 shares held, 48,823 shares were held Directly; 160,698 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- Of the 214,245 shares held, 50,758 shares were held Directly; 160,698 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.

**Remarks:**

Deborah L. Wussler, as Attorney-in-Fact      12/07/2010

\*\* 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.**