

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

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>Bjornholt James Eric</u> (Last) (First) (Middle) <u>C/O MICROCHIP TECHNOLOGY INCORPORATED</u> <u>2355 WEST CHANDLER BOULEVARD</u> (Street) <u>CHANDLER</u> <u>AZ</u> <u>85224-6199</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>MICROCHIP TECHNOLOGY INC [MCHP]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2011</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>VP and CFO</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 |
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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 | 02/01/2011 | | M | | 77 | A | \$37.19 | 9,030 | D | |
| Common Stock | 02/01/2011 | | F | | 24 | D | \$37.19 | 9,006 | D | |
| Common Stock | 02/01/2011 | | M | | 337 | A | \$37.19 | 9,343 | D | |
| Common Stock | 02/01/2011 | | F | | 118 | D | \$37.19 | 9,225 | D | |
| Common Stock | 02/01/2011 | | M | | 3,500 | A | \$37.19 | 12,725 | D | |
| Common Stock | 02/01/2011 | | F | | 1,164 | D | \$37.19 | 11,561 | D | |
| Common Stock | 02/02/2011 | | M | | 1,172 | A | \$26.14 | 12,733 | D | |
| Common Stock | 02/02/2011 | | M | | 3,000 | A | \$27.05 | 15,733 | D | |
| Common Stock | 02/02/2011 | | M | | 1,500 | A | \$27.05 | 17,233 | D | |
| Common Stock | 02/02/2011 | | S | | 5,672 | D | \$37.219 | 11,561 | 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 | Amount or Number of Shares | | | | |
| Restricted Stock Units | \$37.19 | 02/01/2011 | | M | | | 337 | (1) | (1) | Common Stock | 1,354 | \$0 | 0 | D | |
| Restricted Stock Units | \$37.19 | 02/01/2011 | | M | | | 77 | (2) | (2) | Common Stock | 615 | \$0 | 77 | D | |
| Restricted Stock Units | \$37.19 | 02/01/2011 | | M | | | 3,500 | (3) | (3) | Common Stock | 3,500 | \$0 | 0 | D | |
| Common Stock Option (Right to Buy) | \$26.14 | 02/02/2011 | | M | | | 1,172 | 10/09/2004 | 10/09/2013 | Common Stock | 1,172 | \$0 | 0 | D | |
| Common Stock Option (Right to Buy) | \$27.05 | 02/02/2011 | | M | | | 3,000 | 03/31/2008 | 04/01/2014 | Common Stock | 3,000 | \$0 | 0 | D | |
| Common Stock Option (Right to Buy) | \$27.05 | 02/02/2011 | | M | | | 1,500 | 03/31/2005 | 04/01/2014 | Common Stock | 1,500 | \$0 | 0 | D | |

Explanation of Responses:

1. The restricted stock units vest in four equal quarterly installments beginning May 1, 2010. Vested shares will be delivered to the reporting person upon vest.
2. The restricted stock units vest in eight equal quarterly installments beginning August 1, 2009, as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
3. The restricted stock units will vest in full on February 1, 2011 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

Remarks:

Deborah L. Wussler, as Attorney-in-Fact 02/02/2011

** Signature of Reporting Person

Date

* 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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