

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>LAMBERT DAVID S</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Fab Operations</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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		488	A	\$37.19	172,658 ⁽¹⁾	I	Shares held Directly and Indirectly by Trust and by Reporting Person's Children. ⁽¹⁾
Common Stock	02/01/2011		F		147	D	\$37.19	172,511 ⁽²⁾	I	Shares held Directly and Indirectly by Trust and by Reporting Person's Children. ⁽²⁾
Common Stock	02/01/2011		M		2,800	A	\$37.19	175,311 ⁽³⁾	I	Shares held Directly and Indirectly by Trust and by Reporting Person's Children. ⁽³⁾
Common Stock	02/01/2011		F		943	D	\$37.19	174,368 ⁽⁴⁾	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				
Restricted Stock Units	\$37.19	02/01/2011		M			488	(5)	(5)	Common Stock	3,900	\$0	1,464	D	
Restricted Stock Units	\$37.19	02/01/2011		M			2,800	(6)	(6)	Common Stock	11,200	\$0	0	D	

Explanation of Responses:

1. Of the 172,658 shares held, 8,683 shares were held Directly; 161,186 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.
2. Of the 172,511 shares held, 8,683 shares were held Directly; 161,039 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.
3. Of the 175,311 shares held, 8,683 shares were held Directly; 163,839 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.
4. Of the 174,368 shares held, 8,683 shares were held Directly; 162,896 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.
5. 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. Vested shares will be delivered to the reporting person upon vest.
6. 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.

Remarks:

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

** 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.