

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>SIMONCIC RICHARD J</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>	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, Analog and Intrfc Prod Div</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	01/31/2011		M		5,919	A	\$15.917	129,460 ⁽¹⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law.
Common Stock	01/31/2011		M		30,000	A	\$15.917	159,460 ⁽²⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. ⁽²⁾
Common Stock	01/31/2011		M		1,690	A	\$15.86	161,150 ⁽³⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. ⁽³⁾
Common Stock	01/31/2011		M		2,194	A	\$24.267	163,344 ⁽⁴⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. ⁽⁴⁾

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	01/31/2011		S		39,803	D	\$36.847	123,541 ⁽⁵⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law.
Common Stock	02/01/2011		M		2,750	A	\$37.19	126,291 ⁽⁶⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. ⁽⁶⁾
Common Stock	02/01/2011		F		843	D	\$37.19	125,448 ⁽⁷⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. ⁽⁷⁾
Common Stock	02/01/2011		M		575	A	\$37.19	126,023 ⁽⁸⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. ⁽⁸⁾
Common Stock	02/01/2011		F		177	D	\$37.19	125,846 ⁽⁹⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. ⁽⁹⁾

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	01/31/2011		M			5,919	07/02/2002	04/02/2011	Common Stock	5,919	\$0	0	D	
Common Stock Option (Right to Buy)	\$15.917	01/31/2011		M			30,000	03/31/2005	04/02/2011	Common Stock	30,000	\$0	0	D	
Common Stock Option (Right to Buy)	\$15.86	01/31/2011		M			1,690	06/01/2002	06/01/2011	Common Stock	1,690	\$0	0	D	
Common Stock Option (Right to Buy)	\$24.267	01/31/2011		M			2,194	02/17/2003	01/22/2012	Common Stock	2,194	\$0	0	D	
Restricted Stock Units	\$37.19	02/01/2011		M			2,750	(10)	(10)	Common Stock	11,000	\$0	0	D	
Restricted Stock Units	\$37.19	02/01/2011		M			575	(11)	(11)	Common Stock	4,600	\$0	1,725	D	

Explanation of Responses:

- Of the 129,460 shares held, 7,652 shares were held Directly; 121,583 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- Of the 159,460 shares held, 7,652 shares were held Directly; 151,583 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- Of the 161,150 shares held, 7,652 shares were held Directly; 153,273 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- Of the 163,344 shares held, 7,652 shares were held Directly; 155,467 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- Of the 123,541 shares held, 7,652 shares were held Directly; 115,664 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- Of the 126,291 shares held, 7,652 shares were held Directly; 118,414 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- Of the 125,448 shares held, 7,652 shares were held Directly; 117,571 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- Of the 126,023 shares held, 7,652 shares were held Directly; 118,146 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- Of the 125,846 shares held, 7,652 shares were held Directly; 117,969 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- 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.
- 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.

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.

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