

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>  3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2011</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, Analog and Intrfc Prod Div</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	02/15/2011		M		476	A	\$37.88	124,017 <sup>(1)</sup>	I	Held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <sup>(1)</sup>
Common Stock	02/15/2011		F		194	D	\$37.88	123,823 <sup>(2)</sup>	I	Held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <sup>(2)</sup>
Common Stock	02/15/2011		M		1,558	A	\$37.88	125,381 <sup>(3)</sup>	I	Held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <sup>(3)</sup>
Common Stock	02/15/2011		F		552	D	\$37.88	124,829 <sup>(4)</sup>	I	Held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <sup>(4)</sup>

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	\$37.88	02/15/2011		M			476	(5)	(5)	Common Stock	3,810	\$0	3,334	D	
Restricted Stock Units	\$37.88	02/15/2011		M			1,558	(6)	(6)	Common Stock	1,558	\$0	0	D	

**Explanation of Responses:**

1. Of the 124,017 shares held, 7,652 shares were held Directly; 116,140 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
2. Of the 123,823 shares held, 7,652 shares were held Directly; 115,946 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
3. Of the 125,381 shares held, 7,652 shares were held Directly; 117,504 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
4. Of the 124,829 shares held, 7,652 shares were held Directly; 116,952 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
5. The restricted stock units will vest in eight equal quarterly installments beginning February 15, 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.
6. The restricted stock units will vest in full on February 15, 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 02/16/2011

\*\* 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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