

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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>05/09/2011</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	05/09/2011		M		2,871	A	\$24.27	180,919 <sup>(1)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(1)</sup>
Common Stock	05/09/2011		M		26,000	A	\$24.04	206,919 <sup>(2)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(2)</sup>
Common Stock	05/09/2011		M		5,418	A	\$27.153	212,237 <sup>(3)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(3)</sup>
Common Stock	05/09/2011		M		39,000	A	\$27.153	251,337 <sup>(4)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(4)</sup>
Common Stock	05/09/2011		M		5,160	A	\$21	256,497 <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. <sup>(5)</sup>
Common Stock	05/09/2011		S		78,449	D	\$40.58	178,048 <sup>(6)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(6)</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				
Common Stock Option (Right to Buy)	\$24.27	05/09/2011		M			2,871	02/17/2003	01/22/2012	Common Stock	2,871	\$0	0	D	
Common Stock Option (Right to Buy)	\$24.04	05/09/2011		M			26,000	10/25/2003	10/25/2012	Common Stock	26,000	\$0	0	D	
Common Stock Option (Right to Buy)	\$27.153	05/09/2011		M			5,418	07/03/2003	04/03/2012	Common Stock	5,418	\$0	0	D	
Common Stock Option (Right to Buy)	\$27.153	05/09/2011		M			39,000	02/17/2005	04/03/2012	Common Stock	39,000	\$0	0	D	
Common Stock Option (Right to Buy)	\$21	05/09/2011		M			5,160	08/01/2003	08/01/2012	Common Stock	5,160	\$0	0	D	

**Explanation of Responses:**

1. Of the 180,919 shares held, 11,554 shares were held Directly; 166,576 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 206,919 shares held, 37,554 shares were held Directly; 166,576 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 212,337 shares held, 42,972 shares were held Directly; 166,576 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 251,337 shares held, 81,972 shares were held Directly; 166,576 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. Of the 256,497 shares held, 87,132 shares were held Directly; 166,576 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.
6. Of the 178,048 shares held, 8,683 shares were held Directly; 166,576 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 05/10/2011

\*\* 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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