

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>MOORTHY GANESH</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>02/01/2012</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 X Officer (give title below) Other (specify below) <u>Exec. VP & COO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X 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	02/01/2012		M		11,932	A	\$37.56	81,769 ⁽¹⁾	I	Shares held Directly and Indirectly, by Trust. ⁽¹⁾
Common Stock	02/01/2012		F		3,682	D	\$37.56	78,087 ⁽²⁾	I	Shares held Directly and Indirectly, by Trust. ⁽²⁾
Common Stock	02/01/2012		M		3,000	A	\$37.56	81,087 ⁽³⁾	I	Shares held Directly and Indirectly, by Trust. ⁽³⁾
Common Stock	02/01/2012		F		902	D	\$37.56	80,185 ⁽⁴⁾	I	Shares held Directly and Indirectly, by Trust. ⁽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	\$37.56	02/01/2012		M			11,932	(5)	(5)	Common Stock	11,932	\$0	0	D	
Restricted Stock Units	\$37.56	02/01/2012		M			3,000	(6)	(6)	Common Stock	3,000	\$0	0	D	

Explanation of Responses:

- Of the 81,769 shares held, 12,186 shares were held Directly; 69,583 shares were held by Trust.
- Of the 78,087 shares held, 12,186 shares were held Directly; 65,901 shares were held by Trust.
- Of the 81,087 shares held, 12,186 shares were held Directly; 68,901 shares were held by Trust.
- Of the 80,185 shares held, 12,186 shares were held Directly; 67,999 shares were held by Trust.
- The restricted stock units will vest in full on the first business day of the month of the fourth anniversary of the date of grant. Vested shares will be delivered to the reporting person upon vest.
- The restricted stock units will vest in full on February 1, 2012. Vested shares will be delivered to the reporting person upon vest.

Remarks:

Deborah L. Wussler, as Attorney-
in-Fact

02/03/2012

** 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.