

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>SANGHI STEVE</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>02/15/2012</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, CEO, Chairman</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	02/15/2012		M		2,778	A	\$36.7	4,765,362 ⁽¹⁾	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. ⁽¹⁾
Common Stock	02/16/2012		M		47,562	A	\$21	4,812,294 ⁽²⁾	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. ⁽²⁾
Common Stock	02/16/2012		M		50,000	A	\$24.04	4,862,924 ⁽³⁾	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. ⁽³⁾
Common Stock	02/16/2012		S		47,562	D	\$37.1367	4,815,362 ⁽⁴⁾	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. ⁽⁴⁾

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/16/2012		S		50,000	D	\$37.22	4,765,362 ⁽¹⁾	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. ⁽¹⁾
Common Stock	02/17/2012		M		50,000	A	\$24.04	4,815,362 ⁽⁴⁾	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. ⁽⁴⁾
Common Stock	02/17/2012		S		50,000	D	\$37.1661	4,765,362 ⁽¹⁾	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. ⁽¹⁾
Common Stock	02/17/2012		G ⁽⁵⁾	V	2,874,179	D	\$0	4,765,362 ⁽⁶⁾	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. ⁽⁶⁾
Common Stock	02/17/2012		G ⁽⁷⁾	V	50,000	D	\$0	4,765,362 ⁽⁸⁾	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. ⁽⁸⁾

**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	\$36.7	02/15/2012		M			2,778	⁽⁹⁾	⁽⁹⁾	Common Stock	22,226	\$0	8,336	D	

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Units															
Common Stock Option (Right to Buy)	\$21	02/16/2012		M			47,652	08/01/2003	08/01/2012	CommonStock	47,652	\$0	0	D	
Common Stock Option (Right to Buy)	\$24.04	02/16/2012		M			50,000	10/25/2003	10/25/2012	Common Stock	303,750	\$0	253,750	D	
Common Stock Option (Right to Buy)	\$24.04	02/17/2012		M			50,000	10/25/2003	10/25/2012	Common Stock	303,750	\$0	203,750	D	

Explanation of Responses:

1. Of the 4,765,362 shares held, 14,604 shares were held Directly; 4,637,981 shares were held by the Family Trust; 7,250 shares were held by the Sanghi LLC, a limited liability company (the "Sanghi LLC") and 105,527 shares were held by the Sanghi Limited Partnership.
2. Of the 4,812,924 shares held, 14,604 shares were held Directly; 4,685,543 shares were held by the Family Trust; 7,250 shares were held by the Sanghi LLC, and 105,527 shares were held by the Sanghi Limited Partnership.
3. Of the 4,862,924 shares held, 14,604 shares were held Directly; 4,735,543 shares were held by the Family Trust; 7,250 shares were held by the Sanghi LLC, and 105,527 shares were held by the Sanghi Limited Partnership.
4. Of the 4,815,362 shares held, 14,604 shares were held Directly; 4,687,981 shares were held by the Family Trust; 7,250 shares were held by the Sanghi LLC, and 105,527 shares were held by the Sanghi Limited Partnership.
5. The Sanghi Family Trust ("Family Trust") transferred these shares without the payment of consideration to the Sanghi Family Limited Partnership, a limited partnership of which the Sanghi LLC is a 6.37% limited partner and the Sanghi Family Trust is a 93.13% limited partner, and the Sanghi LLC is the sole general partner.
6. Of the 4,815,362 shares held, 14,604 shares were held Directly; 1,813,802 shares were held by the Family Trust; 7,250 shares were held by the Sanghi LLC, and 2,979,706 shares were held by the Sanghi Limited Partnership.
7. The Family Trust transferred these shares without the payment of consideration to the Sanghi LLC, of which the Family Trust is the sole member. The Reporting person and his wife are the sole trustees of the Family Trust.
8. Of the 4,815,362 shares held, 14,604 shares were held Directly; 1,763,802 shares were held by the Family Trust; 57,250 shares were held by the Sanghi LLC, and 2,979,706 shares were held by the Sanghi Limited Partnership.
9. 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.

Remarks:

Deborah L. Wussler, as Attorney-in-Fact 02/17/2012

** 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.

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