

## 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>02/21/2012</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	02/21/2012		M		20,000	A	\$24.04	4,785,362 <sup>(1)</sup>	I	Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi FLP. <sup>(1)</sup>
Common Stock	02/21/2012		S		20,000	D	\$37.1874	4,765,362 <sup>(2)</sup>	I	Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi FLP.
Common Stock	02/22/2012		G <sup>(3)</sup>	V	57,250	D	\$0	4,765,362 <sup>(4)</sup>	I	Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi FLP. <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				
Common Stock Option (Right to Buy)	\$24.04	02/21/2012		M		20,000		10/25/2003	10/25/2012	Common Stock	303,750	\$0	183,750	D	

## Explanation of Responses:

1. Of the 4,785,362 shares held, 14,604 shares were held Directly; 1,733,822 shares were held by the Sanghi Trust; 57,250 shares were held by the Sanghi LLC, a limited liability company, and 2,979,686 shares were held by the Sanghi Family Limited Partnership (the "Sanghi FLP").

2. Of the 4,765,362 shares held, 14,604 shares were held Directly; 1,713,822 shares were held by the Sanghi Trust; 57,250 shares were held by the Sanghi LLC, and 2,979,686 shares were held by the Sanghi FLP.

3. The Sanghi LLC transferred these shares without the payment of consideration to the Sanghi FLP, a limited partnership of which the Sanghi LLC is a 1.9% limited partner and the Sanghi Trust is a 98.1% limited partner, and the Sanghi LLC is the sole general partner.

4. Of the 4,765,362 shares held, 14,604 shares were held Directly; 1,713,822 shares were held by the Sanghi Trust, and 3,036,936 shares were held by the Sanghi FLP.

**Remarks:**

Deborah L. Wussler, as Attorney-  
in-Fact

02/22/2012

\*\* 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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