

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

| | | |
|---|---|---|
| <div>1. Name and Address of Reporting Person*</div> <div>SANGHI STEVE</div> <div>(Last) (First) (Middle)</div> <div>C/O MICROCHIP TECHNOLOGY INCORPORATED</div> <div>2355 WEST CHANDLER BOULEVARD</div> <div>(Street)</div> <div>CHANDLER AZ 85224-6199</div> <div>(City) (State) (Zip)</div> | <div>2. Issuer Name and Ticker or Trading Symbol</div> <div>MICROCHIP TECHNOLOGY INC [MCHP]</div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>11/14/2012</div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div> | <div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>X Director 10% Owner</div> <div>X Officer (give title below) Other (specify below)</div> <div>President, CEO, Chairman</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>X Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div> |
|---|---|---|

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 | 11/14/2012 | | M | | 50,000 | A | \$18.48 | 5,117,849 ⁽¹⁾ | I | Shares held Indirectly by the Sanghi Family Trust and the Sanghi Family Limited Partnership. ⁽¹⁾ |
| Common Stock | 11/15/2012 | | M | | 50,000 | A | \$18.48 | 5,167,849 ⁽²⁾ | I | Shares held Indirectly by the Sanghi Family Trust and the Sanghi Family Limited Partnership. ⁽²⁾ |
| Common Stock | 11/15/2012 | | M | | 3,500 | A | \$29.61 | 5,171,349 ⁽³⁾ | I | Shares held Indirectly by the Sanghi Family Trust and the Sanghi Family Limited Partnership. ⁽³⁾ |
| Common Stock | 11/15/2012 | | M | | 4,553 | A | \$29.61 | 5,175,902 ⁽⁴⁾ | I | Shares held Indirectly by the Sanghi Family Trust and the Sanghi Family Limited Partnership. ⁽⁴⁾ |
| Common Stock | 11/15/2012 | | M | | 2,779 | A | \$29.61 | 5,178,681 ⁽⁵⁾ | I | Shares held Indirectly by the Sanghi Family Trust and |

| 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 | | | |
| | | | | | | | | | | the Sanghi Family Limited Partnership. (5) |

**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) | \$18.48 | 11/15/2012 | 11/14/2012 | M | | | 50,000 | 03/31/2007 | 04/09/2013 | Common Stock | 135,000 | \$0 | 85,000 | D | |
| Common Stock Option (Right to Buy) | \$18.48 | 11/15/2012 | | M | | | 50,000 | 03/31/2007 | 04/09/2013 | Common Stock | 135,000 | \$0 | 35,000 | D | |
| Restricted Stock Units | \$29.61 | 11/15/2012 | | M | | | 3,500 | (6) | (6) | Common Stock | 14,000 | \$0 | 3,500 | D | |
| Restricted Stock Units | \$29.61 | 11/15/2012 | | M | | | 4,553 | (7) | (7) | Common Stock | 9,107 | \$0 | 4,554 | D | |
| Restricted Stock Units | \$29.61 | 11/15/2012 | | M | | | 2,779 | (8) | (8) | Common Stock | 22,226 | \$0 | 0 | D | |

Explanation of Responses:

- Of the 5,117,849 shares held, 2,080,913 shares were held by the Sanghi Family Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- Of the 5,167,849 shares held, 2,130,913 shares were held by the Sanghi Family Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- Of the 5,171,349 shares held, 2,134,413 shares were held by the Sanghi Family Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- Of the 5,175,902 shares held, 2,138,966 shares were held by the Sanghi Family Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- Of the 5,178,681 shares held, 2,141,745 shares were held by the Sanghi Family Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- The restricted stock units vest in four equal quarterly installments beginning May 15, 2012. Vested shares will be delivered to the reporting person upon vest.
- The restricted stock units will vest in two equal quarterly installment beginning November 15, 2012 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
- 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 11/16/2012

** 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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