

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>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>02/11/2013</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	02/11/2013		M		7,568	A	\$26.14	216,143 <sup>(1)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(1)</sup>
Common Stock	02/11/2013		M		28,000	A	\$27.05	244,143 <sup>(2)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(2)</sup>
Common Stock	02/11/2013		M		2,000	A	\$27.05	246,143 <sup>(3)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(3)</sup>
Common Stock	02/11/2013		M		10,000	A	\$26.25	256,143 <sup>(4)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(4)</sup>
Common Stock	02/11/2013		M		28,000	A	\$25.29	284,143 <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. (5)
Common Stock	02/11/2013		S		75,568	D	\$36.3097	208,575 <sup>(6)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. (6)
Common Stock	02/12/2013		G	V	1,000	D	\$36.62	207,575 <sup>(7)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. (7)

**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)	\$26.14	02/11/2013		M			7,568	10/09/2004	10/09/2013	Common Stock	7,568	\$0	0	D	
Common Stock Option (Right to Buy)	\$27.05	02/11/2013		M			28,000	03/31/2008	04/01/2014	Common Stock	28,000	\$0	0	D	
Common Stock Option (Right to Buy)	\$27.05	02/11/2013		M			2,000	03/31/2007	04/01/2014	Common Stock	2,000	\$0	0	D	
Common Stock Option (Right to Buy)	\$26.25	02/11/2013		M			10,000	07/21/2005	07/21/2014	Common Stock	10,000	\$0	0	D	
Common Stock Option (Right to Buy)	\$25.29	02/11/2013		M			28,000	03/31/2009	04/01/2015	Common Stock	28,000	\$0	0	D	

**Explanation of Responses:**

1. Of the 216,143 shares held, 8,683 shares were held Directly; 204,671 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.
2. Of the 244,143 shares held, 8,683 shares were held Directly; 232,671 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.
3. Of the 246,143 shares held, 8,683 shares were held Directly; 234,671 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.
4. Of the 256,143 shares held, 8,683 shares were held Directly; 244,671 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.
5. Of the 284,143 shares held, 8,683 shares were held Directly; 272,671 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.
6. Of the 208,575 shares held, 8,683 shares were held Directly; 197,103 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.
7. Of the 207,575 shares held, 8,683 shares were held Directly; 196,103 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.

**Remarks:**

Deborah L. Wussler, as Attorney-in-Fact      02/12/2013

\*\* 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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