

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>SIMONCIC RICHARD J</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>11/15/2013</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, Analog and Intrfc Prod Div</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	11/15/2013		M		4,898	A	\$43.61	96,303 <sup>(1)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <sup>(1)</sup>
Common Stock	11/15/2013		F		2,261	D	\$43.61	94,042 <sup>(2)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <sup>(2)</sup>
Common Stock	11/15/2013		M		260	A	\$43.61	94,302 <sup>(3)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <sup>(3)</sup>
Common Stock	11/15/2013		F		120	D	\$43.61	94,182 <sup>(4)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <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				
Restricted Stock Units	\$43.61	11/15/2013		M			4,898	(5)	(5)	Common Stock	4,898	\$0	0	D	
Restricted Stock Units	\$43.61	11/15/2013		M			260	(6)	(6)	Common Stock	260	\$0	0	D	

**Explanation of Responses:**

1. Of the 96,303 shares held, 7,652 shares were held Directly; 88,426 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
2. Of the 96,042 shares held, 7,652 shares were held Directly; 86,165 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
3. Of the 94,302 shares held, 7,652 shares were held Directly; 86,425 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
4. Of the 94,182 shares held, 7,652 shares were held Directly; 86,305 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
5. The restricted stock units will vest in full on November 15, 2013 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended December 31, 2009. Vested shares will be delivered to the reporting person upon vest.
6. Each performance unit represents a contingent right to receive one share of MCHP common stock. The performance units vest in full upon MCHP achieving quarterly non-GAAP earnings per share of \$0.63 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      11/18/2013

\*\* 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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