

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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) C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD (Street) CHANDLER AZ 85224-6199 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MICROCHIP TECHNOLOGY INC [MCHP]</u>	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) President, CEO, Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/13/2014		M		145,000	A	\$26.25	5,174,672 ⁽¹⁾	I	Shares held Indirectly, by Trust and by Family Limited Partnership ⁽¹⁾
Common Stock	02/13/2014		S		50,000	D	\$45.49	5,124,672 ⁽²⁾	I	Shares held Indirectly, by Trust and by Family Limited Partnership ⁽²⁾
Common Stock	02/13/2014		S		50,000	D	\$45.61	5,074,672 ⁽³⁾	I	Shares held Indirectly, by Trust and by Family Limited Partnership ⁽³⁾
Common Stock	02/13/2014		S		45,000	D	\$45.73	5,029,672 ⁽⁴⁾	I	Shares held Indirectly, by Trust and by Family Limited Partnership ⁽⁴⁾
Common Stock	02/13/2014		G		9,418	D	\$45.81	5,020,254 ⁽⁵⁾	I	Shares held Indirectly, by Trust and by Family Limited Partnership ⁽⁵⁾
Common Stock	02/14/2014		S		58,541	D	\$45.84	4,961,713 ⁽⁶⁾	I	Shares held Indirectly, by Trust and by Family Limited Partnership ⁽⁶⁾
Common Stock	02/18/2014		M		24,712	A	\$45.5	4,986,425 ⁽⁷⁾	I	Shares held Indirectly, by Trust and by Family Limited Partnership ⁽⁷⁾
Common Stock	02/18/2014		M		3,500	A	\$45.5	499,925 ⁽⁸⁾	I	Shares held Indirectly, by Trust and by Family

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			
										Limited Partnership ⁽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 Units	\$45.5	02/18/2014		M			24,712	(9)	(9)	Common Stock	24,712	\$0	0	D	
Restricted Stock Units	\$45.5	02/18/2014		M			3,500	(10)	(10)	Common Stock	14,000	\$0	3,500	D	

Explanation of Responses:

- Of the 5,174,672 shares held, 2,137,736 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- Of the 5,124,672 shares held, 2,087,736 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- Of the 5,074,672 shares held, 2,037,736 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- Of the 5,029,672 shares held, 1,992,736 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- Of the 5,020,254 shares held, 1,983,318 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- Of the 4,961,713 shares held, 1,924,777 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- Of the 4,986,425 shares held, 1,949,489 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- Of the 4,989,925 shares held, 1,952,989 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- The restricted stock units will vest in full on February 15, 2014 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 four equal quarterly installments beginning May 15, 2013, 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 02/18/2014

** 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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