

**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* <b>SIMONCIC RICHARD J</b>			2. Issuer Name and Ticker or Trading Symbol <b>MICROCHIP TECHNOLOGY INC [ MCHP ]</b>			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) <b>VP, Analog and Intrfc Prod Div</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/13/2015</b>			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		
C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>CHANDLER AZ 85224-6199</b>								
(City) (State) (Zip)								

**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	02/13/2015		S		14,270	D	\$50.35	67,752 <sup>(1)</sup>	I	Shares held Directly and Indirectly, by Trust. <sup>(1)</sup>
Common Stock	02/15/2015		M		3,876	A	\$50.91	71,628 <sup>(2)</sup>	I	Shares held Directly and Indirectly, by Trust. <sup>(2)</sup>
Common Stock	02/15/2015		F		1,272	D	\$50.91	70,356 <sup>(3)</sup>	I	Shares held Directly and Indirectly, by Trust. <sup>(3)</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
Restricted Stock Units	\$50.91	02/15/2015		M			3,876	(4)	(4)	Common Stock	3,876	\$0	0	D	

**Explanation of Responses:**

- Of the 66,752 shares held, 7,652 shares were held Directly; 60,100 shares were held by Trust.
- Of the 71,628 shares held, 7,652 shares were held Directly; 63,976 shares were held by Trust.
- Of the 70,356 shares held, 7,652 shares were held Directly; 62,704 shares were held by Trust.
- The restricted stock units will vest in full on February 15, 2015 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 02/18/2015

\*\* 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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