

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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 AZ 85224-6199</u>  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Analog and Intrfc Prod Div</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/03/2017</u>	
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							49,467	I <sup>(1)</sup>	Shares held Directly and Indirectly, by Trust. (1)	

**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	(2)	04/03/2017		A		21		(3)	(3)	Common Stock	21	\$0	21	D	
Restricted Stock Units	(2)	04/03/2017		A		306		(4)	(4)	Common Stock	306	\$0	306	D	
Restricted Stock Units	(2)	04/03/2017		A		2,353		(5)	(5)	Common Stock	2,353	\$0	2,353	D	

**Explanation of Responses:**

- Of the 49,467 shares held, 7,642 shares were held Directly; 41,815 shares were held by Trust.
- Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.
- The restricted stock units will vest in full on May 15, 2019 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended June 30, 2017. Vested shares will be delivered to the reporting person upon vest.
- The restricted stock units will vest in full on May 15, 2020 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended June 30, 2017. Vested shares will be delivered to the reporting person upon vest.
- The restricted stock units will vest in full on May 15, 2021 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended June 30, 2017. Vested shares will be delivered to the reporting person upon vest.

**Remarks:**

Deborah L. Wussler, as Attorney-in-Fact 04/04/2017

\*\* 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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