

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Estimated average burden  
 hours per response: 0.5

**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

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| 1. Name and Address of Reporting Person*<br><u>SANGHI STEVE</u><br><br>(Last) (First) (Middle)<br><u>C/O MICROCHIP TECHNOLOGY INCORPORATED</u><br><u>2355 WEST CHANDLER BOULEVARD</u><br><br>(Street)<br><u>CHANDLER</u> <u>AZ</u> <u>85224-6199</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MICROCHIP TECHNOLOGY INC [ MCHP ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/15/2019</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President, CEO, Chairman</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 05/15/2019                           |  | M                              |   | 20,630  | A          | \$85.8 | 4,728,075 <sup>(1)</sup>  | I  | Shares held Indirectly, by Trust and by Family Limited Partnership. <sup>(1)</sup> |
| Common Stock                    | 05/15/2019                           |  | M                              |   | 12,353  | A          | \$85.8 | 4,740,428 <sup>(2)</sup>  | I  | Shares held Indirectly, by Trust and by Family Limited Partnership. <sup>(2)</sup> |
| Common Stock                    | 05/15/2019                           |  | M                              |   | 588   | A          | \$85.8 | 4,741,016 <sup>(3)</sup>  | I  | Shares held Indirectly, by Trust and by Family Limited Partnership. <sup>(3)</sup> |
| Common Stock                    | 05/15/2019                           |  | M                              |   | 128   | A          | \$85.8 | 4,741,114 <sup>(4)</sup>  | I  | Shares held Indirectly, by Trust and by Family Limited Partnership. <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 |  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Units                     | \$85.8   | 05/15/2019                           |  | M                              |   | 20,630   | (5)  | (5)             | Common Stock  | 20,630                     | \$0  | 0  | D   |  |
| Restricted Stock Units                     | \$85.8   | 05/15/2019                           |  | M                              |   | 12,353   | (6)  | (6)             | Common Stock  | 148,235                    | \$0  | 61,765   | D   |  |
| Restricted Stock Units                     | \$85.8   | 05/15/2019                           |  | M                              |   | 588  | (7)  | (7)             | Common Stock  | 588                        | \$0  | 0  | D   |  |
| Restricted Stock Units                     | \$85.8   | 05/15/2019                           |  | M                              |   | 128  | (8)  | (8)             | Common Stock  | 128                        | \$0  | 0  | D   |  |

**Explanation of Responses:**

1. Of the 4,728,075 shares held, 1,775,139 shares were held by The Sanghi Trust; and 2,952,936 shares were held by The Sanghi Family Limited Partnership.
2. Of the 4,740,428 shares held, 1,787,492 shares were held by The Sanghi Trust; and 2,952,936 shares were held by The Sanghi Family Limited Partnership.
3. Of the 4,741,016 shares held, 1,788,080 shares were held by The Sanghi Trust; and 2,952,936 shares were held by The Sanghi Family Limited Partnership.
4. Of the 4,741,114 shares held, 1,788,208 shares were held by The Sanghi Trust; and 2,952,936 shares were held by The Sanghi Family Limited Partnership.
5. 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 profit in the quarter ended June 30, 2015. Vested shares will be delivered to the reporting person upon vest.
6. The restricted stock units vest in twelve equal quarterly installments beginning November 15, 2017 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 December 31, 2015. Vested shares will be delivered to the reporting person upon vest.
7. 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, 2016. Vested shares will be delivered to the reporting person upon vest.
8. 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.

**Remarks:**

Deborah L. Wussler, as Attorney-  
in-Fact

05/16/2019

\*\* 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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