

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>LITTLE MITCHELL R</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>	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>Senior VP, WW Client Engagemnt</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2019</u>	

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	11/15/2019		M		2,426	A	\$94.6	11,703	D	
Common Stock	11/15/2019		F		1,079	D	\$94.6	10,624	D	
Common Stock	11/15/2019		M		4,640	A	\$94.6	15,264	D	
Common Stock	11/15/2019		F		2,063	D	\$94.6	13,201	D	
Common Stock	11/15/2019		M		89	A	\$94.6	13,290	D	
Common Stock	11/15/2019		F		40	D	\$94.6	13,250	D	
Common Stock	11/15/2019		M		21	A	\$94.6	13,271	D	
Common Stock	11/15/2019		F		10	D	\$94.6	13,261	D	
Common Stock	11/15/2019		M		346	A	\$94.6	13,607	D	
Common Stock	11/15/2019		F		154	D	\$94.6	13,453	D	

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	\$94.6	11/15/2019		M			2,426	(1)	(1)	Common Stock	29,115	\$0	7,281	D	
Restricted Stock Units	\$94.6	11/15/2019		M			4,640	(2)	(2)	Common Stock	4,640	\$0	0	D	
Restricted Stock Units	\$94.6	11/15/2019		M			89	(3)	(3)	Common Stock	89	\$0	0	D	
Restricted Stock Units	\$94.6	11/15/2019		M			21	(4)	(4)	Common Stock	21	\$0	0	D	
Restricted Stock Units	\$94.6	11/15/2019		M			346	(5)	(5)	Common Stock	346	\$0	0	D	

Explanation of Responses:

1. 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. Vested shares will be delivered to the reporting person upon vest.
2. The restricted stock units will vest in full on November 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 December 31, 2015. Vested shares will be delivered to the reporting person upon vest.
3. The restricted stock units will vest in full on November 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 December 31, 2016. Vested shares will be delivered to the reporting person upon vest.
4. The restricted stock units will vest in full on November 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 December 31, 2017. Vested shares will be delivered to the reporting person upon vest.
5. The restricted stock units will vest in full on November 15, 2019 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 11/19/2019

** Signature of Reporting Person Date

* 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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