

**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>MOORTHY GANESH</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & COO
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2020	
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	08/15/2020		M		5,173	A	\$103.36	307,102	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2020		F		2,222	D	\$103.36	304,880	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2020		M		9,917	A	\$103.36	314,797	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2020		F		4,260	D	\$103.36	310,537	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2020		M		835	A	\$103.36	311,372	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2020		F		359	D	\$103.36	311,013	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2020		M		3,171	A	\$103.36	314,184	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2020		F		1,362	D	\$103.36	312,822	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2020		M		459	A	\$103.36	313,281	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2020		F		198	D	\$103.36	313,083	I	Shares held Indirectly, by Trust.

**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	\$103.36	08/15/2020		M			5,173	(1)	(1)	Common Stock	5,173	\$0	0	D	
Restricted Stock Units	\$103.36	08/15/2020		M			9,917	(2)	(2)	Common Stock	9,917	\$0	0	D	
Restricted Stock Units	\$103.36	08/15/2020		M			835	(3)	(3)	Common Stock	835	\$0	0	D	
Restricted Stock Units	\$103.36	08/15/2020		M			3,171	(4)	(4)	Common Stock	3,171	\$0	34,882	D	
Restricted Stock Units	\$103.36	08/15/2020		M			459	(5)	(5)	Common Stock	459	\$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 August 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 September 30, 2016. Vested shares will be delivered to the reporting person upon vest.
3. The restricted stock units will vest in full on August 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 September 30, 2017. Vested shares will be delivered to the reporting person upon vest.
4. The restricted stock units vest in twelve equal quarterly installments beginning August 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 December 31, 2018. Vested shares will be delivered to the reporting person upon vest.
5. The restricted stock units will vest in full on August 15, 2020 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 08/19/2020

\*\* 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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