

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>SANGHI STEVE</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2022</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chair</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	05/15/2022		M		24,838	A	\$65.93	9,938,554	I	Shares held Indirectly, by Trust and by Family Limited Partnership. (1)
Common Stock	05/15/2022		M		13,274	A	\$65.93	9,951,828	I	Shares held Indirectly, by Trust and by Family Limited Partnership. (2)
Common Stock	05/15/2022		M		660	A	\$65.93	9,952,488	I	Shares held Indirectly, by Trust and by Family Limited Partnership. (3)

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	\$65.93	05/15/2022		M			24,838	(4)	(4)	Common Stock	24,838	\$0	0	D	
Restricted Stock Units	\$65.93	05/15/2022		M			13,274	(5)	(5)	Common Stock	13,274	\$0	53,096	D	
Restricted Stock Units	\$65.93	05/15/2022		M			660	(4)	(4)	Common Stock	660	\$0	0	D	

Explanation of Responses:

- Of the 9,938,554 shares held, 4,032,682 shares were held by The Sanghi Trust; and 5,905,872 shares were held by The Sanghi Family Limited Partnership.
- Of the 9,951,828 shares held, 4,045,956 shares were held by The Sanghi Trust; and 5,905,872 shares were held by The Sanghi Family Limited Partnership.
- Of the 9,952,488 shares held, 4,046,616 shares were held by The Sanghi Trust; and 5,905,872 shares were held by The Sanghi Family Limited Partnership.
- The restricted stock units vested in full on May 15, 2022. Vested shares were delivered to the reporting person upon vest.
- The restricted stock units vest in twelve equal quarterly installments beginning August 15, 2020. Vested shares were delivered to the reporting person upon vest.

Remarks:

Deborah L. Wussler, as Attorney-in-Fact 05/18/2022

** 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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