

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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>			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</u>	
(Last) (First) (Middle) <u>C/O MICROCHIP TECHNOLOGY INCORPORATED</u> <u>2355 WEST CHANDLER BOULEVARD</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2024</u>			
(Street) <u>CHANDLER</u> <u>AZ</u> <u>85224-6199</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)						

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	05/15/2024		M		8,004	A	\$95.36	799,162	I	Shares held Indirectly, by Trust.
Common Stock	05/15/2024		F		3,430	D	\$95.36	795,732	I	Shares held Indirectly, by Trust.
Common Stock	05/15/2024		M		3,052	A	\$95.36	798,784	I	Shares held Indirectly, by Trust.
Common Stock	05/15/2024		F		1,308	D	\$95.36	797,476	I	Shares held Indirectly, by Trust.
Common Stock	05/15/2024		M		6,404	A	\$95.36	803,880	I	Shares held Indirectly, by Trust.
Common Stock	05/15/2024		F		2,745	D	\$95.36	801,135	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	\$95.36	05/15/2024		M			8,004	(1)	(1)	Common Stock	8,004	\$0	0	D	
Performance Stock Units	\$95.36	05/15/2024		M			8,004	(2)	(2)	Common Stock	8,004	\$0	0	D	
Restricted Stock Units	\$95.36	05/15/2024		M			6,404	(3)	(3)	Common Stock	6,404	\$0	32,020	D	

Explanation of Responses:
1. The restricted stock units vested in full on May 15, 2024. Vested shares were delivered to the reporting person upon vest.

2. Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on the relative total shareholder return (TSR) of Microchip common stock compared to a peer group of twenty companies over a two-year period ending on March 31, 2022. The target number of PSU shares that may be earned is reported in the table above, the minimum number of shares that may be earned is zero if Microchip's TSR is at or lower than the 25th percentile of the peer group and the maximum number of shares that may be earned is 200% of the target if Microchip's TSR is at or higher than the 75th percentile of the peer group. Earned PSUs vested on May 15, 2024. Vested shares were delivered to the reporting person upon vest.

3. The restricted stock units vest in two quarterly installments of 6,402 shares beginning November 15, 2023, two quarterly installment of 6,404 shares on May 15, 2024, and eight quarterly installments of 3,202 shares beginning on November 15, 2024, as long as the individual remains a service provider through the vesting date. Vested shares were delivered to the reporting person upon vest.

Remarks:

Deborah L. Wussler, as Attorney-
in-Fact 05/17/2024

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.