

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT No. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MICROCHIP TECHNOLOGY INCORPORATED
(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

86-062904
(I.R.S. Employer
Identification Number)

2355 W. Chandler Blvd.
Chandler, AZ 85224
(Address of Principal Executive Offices, Including Zip Code)

Employee Stock Purchase Plan
(Full Title of the Plan)

Steve Sanghi
President and Chief Executive Officer
MICROCHIP TECHNOLOGY INCORPORATED
2355 W. Chandler Boulevard
Chandler, Arizona 85224
(Name and Address of Agent for Service)

(480) 792-7200
(Telephone Number, Including Area Code, of Agent for Service)

The Registration Fee was previously calculated and paid in connection with the filing of the Registration Statement on December 6, 2000.

No exhibits are filed with this Post-Effective Amendment.

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The Registrant registered an aggregate of 300,000 shares of its Common Stock (the "Registered Shares") for future issuance under its Employee Stock Purchase Plan (the "ESPP") pursuant to a Registration Statement on Form S-8 (File No. 333-51322) filed with the Securities and Exchange Commission on December 6, 2000. Of the 300,000 Registered Shares, 139,986.25 shares were issued and sold under the ESPP, 100,000 shares were rolled over to Registrant's 2001 Employee Stock Purchase Plan, and 60,013.75 shares had not been issued under the ESPP prior to the termination of such plan. Accordingly, the Registrant hereby withdraws from registration under this Registration Statement on Form S-8 the 60,013.75 shares of its Common Stock that will not be issued under the ESPP.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this amendment to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Chandler, State of Arizona, on April 23, 2002.

MICROCHIP TECHNOLOGY INCORPORATED

By: /s/ Steve Sanghi

Steve Sanghi

President, Chief Executive Officer
and Chairman of the Board

Date: April 23, 2002

Pursuant to the requirements of the Securities Act of 1933, this Amendment to Registration Statement has been signed by the following persons on the dates indicated and in the capacities indicated.

Name and Signature -----	Title -----	Date ----
/s/ Steve Sanghi ----- Steve Sanghi	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	April 23, 2002
Albert J. Hugo-Martinez*	Director	April 23, 2002
L.B. Day*	Director	April 23, 2002
Matthew W. Chapman*	Director	April 23, 2002
Wade F. Meyercord	Director	April 23, 2002
/s/ Gordon W. Parnell ----- Gordon W. Parnell	Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	April 23, 2002
*By: /s/ Steve Sanghi ----- Steve Sanghi	Individually and as Attorney-in-fact	April 23, 2002