

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 144**

**NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

<b>OMB APPROVAL</b>	
OMB Number:	3235-0101
Expires:	February 28, 2014
Estimated average burden hours per response	1.00
<b>SEC USE ONLY</b>	
DOCUMENT SEQUENCE NO.	
CUSIP NUMBER	

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1 (a) NAME OF ISSUER <i>(Please type or print)</i> MICROCHIP TECHNOLOGY INC				(b) IRS IDENT. NO. 860629024		(c) S.E.C. FILE NO 0-21184		WORK LOCATION	
1 (d) ADDRESS OF ISSUER		STREET		CITY		STATE		ZIP CODE	
		2355 West Chandler Blvd.		Chandler		AZ		85224	
								(e) TELEPHONE NO 480-792-7200	
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD Mitchell R Little & Jean Little JTWROS			(b) RELATIONSHIP TO ISSUER Officer (16b)		(c) ADDRESS STREET 12720 E Gold Dust Avenue		CITY Scottsdale		STATE AZ
									ZIP CODE 85259

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)
Title of the Class of Securities To Be Sold	Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	Broker-Dealer  File Number	Number of Shares or Other Units  To Be Sold  <i>(See instr. 3(c))</i>	Aggregate Market Value   <i>(See instr. 3(d))</i>	Number of Shares or Other Units  Outstanding  <i>(See instr. 3(e))</i>	Approximate Date of Sale  <i>(See instr. 3(f))</i>  (MO. DAY YR.)	Name of Each Securities Exchange   <i>(See instr. 3(g))</i>
common	Deutsche Bank Alex Brown, Inc. 2000 Avenue of the Stars Ste. 910-N Los Angeles CA 90067		3,000	114,060	192.060M	2/7/2012	OTC

**INSTRUCTIONS:**

1. (a) Name of issuer
  - (b) Issuer's I.R.S. Identification Number
  - (c) Issuer's S.E.C. file number, if any
  - (d) Issuer's address, including zip code
  - (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
  - (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
  - (c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
  - (b) Name and address of each broker through whom the securities are intended to be sold
  - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
  - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to filing of this notice
  - (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
  - (f) Approximate date on which the securities are to be sold
  - (g) Name of each securities exchange, if any, on which the securities are intended to be sold

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1147 (08-07)

**TABLE I — SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	2/1/2012	RSU	Microchip Technology Inc.	3,000	n/a	n/a

**INSTRUCTIONS:**

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Mitchell R Little & Jean Little JTWROS 12720 E Gold Dust Avenue Scottsdale, Arizona 85259	Microchip Technology Inc (common)	02/07/2012	2,357	88,922.07

**EXPLANATION OF RESPONSES:****REMARKS:****INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

February 07, 2012

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF  
RELYING ON RULE 10B5-1

February 07, 2012

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF  
RELYING ON RULE 10B5-1

/s/ Mitchell R Little

(SIGNATURE)

*The notice shall be signed by the person for whose account the securities are to be sold.  
At least one  
copy of the notice shall be manually signed. Any copies not manually signed shall bear  
typed or printed signatures.*

/s/ Jean Little

(SIGNATURE)

*The notice shall be signed by the person for whose account the securities are to be sold.  
At least one  
copy of the notice shall be manually signed. Any copies not manually signed shall bear  
typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**