FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility	I
Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940	Filed By Romeo & Dye's Instant Form 4 File www.section16.net

(Print or Type Responses)

1. Name and Address Sanghi, Steve			Microchip Technology Incorporated "MCHP"						6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner X Officer (give title below) Other (specify below) President, CEO & Chairman of the Board				
c/o Microchip Techno 2355 W. Chandler Bo (Chandler, AZ 85224-	Street) 6199	of R	R.S. Identification Numb eporting Person, a entity (voluntary)	Mon 09/0 5. If Date (Mo	Amendment, e of Original nth/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line X Form filed by One Reporting Person 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	3. Trans- action Co (Instr. 8)	ie	4. Securities Acquired (A (Instr. 3, 4 & 5)					Securities Beneficially	6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Month/ Day/ Year)	Code	V	Amount	o	(A) Pric or (D)			Owned at End of Month (Instr. 3 & 4)	or Indirect (I) (Instr. 4)			
Common Stock	09/05/2002	M		55,000	Α		\$2	2.107	878,811	D			
									1,130,646	I	By Trust		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3. Trans-	4.	5. Numb	oer of	6. Date		7. Title and	Amount of	8. Price of	9. Number	10.	11. Nature of
Derivative	sion or	action	Trans-	Derivati	ve Securities	Exercisa	Exercisable [Underlying Securities		of	Owner-	Indirect
Security	Excercise Price of	1	action Code	Acquire Dispose	` /	and Expi	, I		(Instr. 3 & 4)			ship Form	Beneficial Ownership
(Instr. 3)	Derivative Security	(Month/ Day/	(Instr. 8)	(Instr. 3,	` ´		Month/Day/			(Instr. 5)	Beneficially Owned at End of		
			Code V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares			or Indirect (I) (Instr. 4)	
Common Stock Option (Right to Buy)	\$2.107	09/05/02	М		55,000	09/20/ 1994	09/20/ 2003	Common Stock	55,000		740,781	D	

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Explanation of Responses:

Steve Sanghi09/06/2002**Signature of Reporting PersonDate

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, See Instruction 6 for procedure.

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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).