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

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

(Print or Type Responses)

Name and Address	of Reporting Pe		ssuer Name and Ticker or					elationship of Rep						
			Mic	rochip Technology Incorp	porate	d "M	ICHP"	to Is	suer (Check all ap	plicable)				
Lambert, David S.								l D	irector	10%	Owner			
,								$\mathbf{x} \circ$	fficer (give title be		(specify below)			
								<u> </u>	inicor (Bive title oc		(specify below)			
									17 :	D: d4 E.1. C	\			
									Vice President, Fab Operations					
(Last) (F	irst) (Middle							7. Individual or Joint/Group Filing (Check Applicable Line)						
				Leporting Person,	Mon	th/Year	X Form filed by One Reporting Person							
c/o Microchip Technol	logy Incorporat	lif ar	entity (voluntary)		08/2	9/2002	Form filed by More than One Reporting Person							
2355 W. Chandler Bou		" " " " " " " " " " " " " " " " " " "												
	Street)		5. If Amendment,					1						
(,,	street)						,							
G	100						Date of Original							
Chandler, AZ 85224-6	199					(Mo	nth/Day/Year)							
						\perp								
(City) (State) (Zip)			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
Title of Security	2. Trans-	3. Trans-		4. Securities Acquired (A	A) or l	Dispo	sed of (D)		5. Amount of	6. Owner-	7. Nature of Indirect			
(Instr. 3)	action	action Cod		(Instr. 3, 4 & 5)	1	. ,		Securities sl	ship Form:	Beneficial Ownership				
(111541.5)	Date	(Instr. 8)		(111511: 5, 1 26 5)						Direct (D)	(Instr. 4)			
	(Month/ Day/		1 7 7		- /	_	n ·			or Indirect (I)	(mstr. 4)			
	Year)	Code	V	Amount	(A	1)	Price			· · · · · ·				
	'				О	r			End of Month	(Instr. 4)				
					(I))			(Instr. 3 & 4)					
Common Stock	08/13/2002	G	П	1,000	I		\$	19.15	1,000	I	By son			
											*			
Common Stock	08/13/2002	G		1,000	I	$\overline{}$	6	19.15	1,000	I	D11-4			
Common Stock	08/13/2002	4		1,000	1	,)	19.13	1,000	1	By daughter			
Common Stock	08/13/2002	G		1,000	I)	\$	19.15	1,000	I	By son			
											'			
Common Stock	08/13/2002	G		1,000	I	$\overline{}$	•	19.15	1,000	I	By daughter			
Common Stock	06/13/2002	0		1,000	L 1	,	,	19.13	1,000	1	by daughter			
Common Stock	08/15/2002	M		1	A	A		\$.71	261,174	D	1			
	 						 				1			
	1										1			

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

(Over)

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 1474 (3-

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. Number of		6. Date		7. Title and	Amount of	8. Price of	9. Number	10.	11. Nature of
Derivative	sion or	action	Trans-	Derivative Sec	curities	Exercisable		Underlying Securities		Derivative	of	Owner-	Indirect
Security	Excercise	Date	action	Acquired (A)	or	and Expi	and Expiration		(Instr. 3 & 4)		Derivative	ship	Beneficial
	Price of		Code	Disposed of (I	D)	Date	Date			(Instr. 5)	Securities	Form	Ownership
(Instr. 3)	Derivative	(Month/				(Month/I	(Month/Day/				Beneficially	of Deriv-	(Instr. 4)
	Security	Day/	(Instr.	(Instr. 3, 4 & 5	5)	Year)	Year)				Owned at	ative	
		Year)	8)	[End of	Security:	
											Month	Direct	
											(Instr. 4)	(D)	
			Code	(A)	(D)	Date	Expira-	Title	Amount or	1		or	
				` ′	. ,	Exer-	tion		Number of			Indirect	
						cisable	Date		Shares			(I)	
												(Instr. 4)	
Common Stock	\$21.00	08/01/02	A	5,160		08/01/	08/01/	Common	5,160		5,160	D	
Option (Right to						2003	2012	Stock					
Buy)													
Common Stock	\$.71	08/15/02	D		1	04/20/	04/20/	Common	1	\$.71	0		
Option (Right to	, 					1993	2003	Stock					
Buy)													
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^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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Explanation of Responses:

<u>David S. Lambert</u>
**Signature of Reporting Person

08/29/2002 Date

**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 provided is insufficient, See Instruction 6 for procedure.

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