FORM 4

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

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

(Print or Type Responses)

1. Name and Addres Lambert, David S.	ss of Reporting P	erson*	Microchip Technology Incorporated "MCHP"					6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below)				
(Last) (First) (Middle) c/o Microchip Technology Incorporated 2355 W. Chandler Boulevard (Street) Chandler, AZ 85224-6199				3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Year 09/03/2002 5. If Amendment, Date of Original (Month/Day/Year)				Vice President, Fab Operations 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 — No	of, or Beneficial	ly Owned						
1. Title of Security 2. Trans- action 3. Trans- action Coordination Coordination (Instr. 3) Date (Instr. 8) (Month/ Day/ Code				4. Securities Acquired (A) or (Instr. 3, 4 & 5)	x			Securities Beneficially	ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Month/ Day/ Year)	Code	V	Amount	(A) or (D)	Price		End of Month (Instr. 3 & 4)	or Indirect (I) (Instr. 4)			
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								261,769 <u>(1)</u>	D			

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).

	(Over)
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a currently valid OMB control number	99)

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

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Explanation of Responses:

(1) Total includes 595 shares acquired under the Microchip Technology Incorporated Employee Stock Purchase Plan on 09/03/2002, in an exempt transaction pursuant to Rule 16b-3(d)(1), paid for by contributions made during the six month period ended 08/30/2002, for a purchase price of \$16.754 per share.

*

David S. Lambert	
*Signature of Reporting Person	

09/04/2002 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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