## 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	orate	d "M	ICHP"	to Iss	suer (Check all ap	plicable)			
Lambert, David S.								L Di	rector	10%	Owner		
								X Of	ficer (give title be	elow) Other	(specify below)		
									0		(-1 - 3 )		
									Vice	President, Fab C	perations		
(Last) (F	irst) (Middle	7	3 I	R.S. Identification Numb	er	4 St	tatement for	7 In			1		
(Last) (I	iist) (Wilduic			Reporting Person,	CI		nth/Year	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
-/- Mi	1 T			1 0				_	-		: D		
c/o Microchip Techno		ea	n ar	n entity (voluntary)		09/1	0/2002	F F C	orm filed by More	than One Report	ing Person		
2355 W. Chandler Bo	ulevard							_					
(5	(Street)			5. If Amendment,									
(Succe)						Date	e of Original						
Chandler, AZ 85224-6	199						nth/Day/Year)						
(City) (	State) (Zip)		Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
Title of Security	2. Trans-	4. Securities Acquired (A) or Disposed of (D)						5. Amount of	6. Owner-	7. Nature of Indirect			
(Instr. 3)	action	action Cod	1 \ / 1 \ /						Securities	ship Form:	Beneficial Ownership		
(111541.5)	Date	(Instr. 8)	(msu. 5, 1 & 5)							Direct (D)	(Instr. 4)		
	(Month/ Day/		1 7 7		- (1		D :		Owned at	or Indirect (I)	(11341. 4)		
	Year)	Code	V	Amount	( <i>A</i>	_	Price		End of Month				
			1		0					(Instr. 4)			
					(D)				(Instr. 3 & 4)				
Common Stock	09/10/2002	M	l	40,000	A	1	\$2	2.107	1,000	I	By son		
									1,000	I	By daughter		
			l						,		'		
	+		$\vdash$						1,000	ī	By son		
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									1,000	I	By daughter		
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									301,769	D			
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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)

(c.g., puts, cans, warrants, options, convertible securities)													
1. Title of	2. Conver-	3. Trans-	4.	5. Numl	ber of	6. Date		7. Title and	d Amount of	8. Price of	9. Number	10.	11. Nature of
Derivative	sion or	action	Trans-	Derivati	Derivative Securities		Exercisable		Underlying Securities		of	Owner-	Indirect
Security	Excercise	Date	action	Acquire	d (A) or	and Expi	ration	(Instr. 3 & 4)		Security	Derivative	ship	Beneficial
	Price of		Code	Dispose	d of (D)	Date				(Instr. 5)	Securities	Form	Ownership
(Instr. 3)	Derivative	(Month/				(Month/I	Day/				Beneficially	of Deriv-	(Instr. 4)
	Security	Day/	(Instr.	(Instr. 3	, 4 & 5)	Year)					Owned at	ative	
		Year)	8)								End of	Security:	
											Month	Direct	
										J	(Instr. 4)	(D)	
			Code V	(A)	(D)	Date	Expira-	Title	Amount or			or	
						Exer-	tion		Number of			Indirect	
						cisable	Date		Shares			(I)	
												(Instr. 4)	
Common Stock	\$2.107	09/10/02	M		40,000	09/20/	09/20/	Common	40,000		154,484	D	
Option (Right						1994	2003	Stock					
to Buy)													
	1												
			-		1		,				,		

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Explanation of Responses:

David S. Lambert

\*\*Signature of Reporting Person

09/11/2002 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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