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(h) of the Investment Company Act of 1940

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

1. Name and Addr	ess of Report	ing Person*			Name and Ticker of			6. Relationship of Reporting Person(s)						
	,	Micr	och	ip Technology Inco	orpora	ted "MCHP"	to Issuer (Check all applicable)							
Lambert, David S								Director10% Owner						
(Last)	(First) (N	/iddle)			Identification Num		4. Statement for	X Officer (give title below) Other (specify below)						
					ting Person,		Month/Day/Year							
c/o Microchip Teo	0.	orporated	if an	enti	ty (voluntary)		10/25/2002	<u>Vice President, Fab Operati</u>	-					
2355 W. Chandler	r Boulevard													
	(Street)						5. If Amendment,	7. Individual or Joint/Group Filing (Check Applicable Line)						
							Date of Original	X Form filed by One Reporting	ng Person					
Chandler, AZ 852	224-6199						(Month/Day/Year)	Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	_	Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
		1/							· ·					
1. Title of Security		2A. Deemed			1	red (A)	or Disposed of (D)		6. Owner-					
(Instr. 3)					(Instr. 3, 4 & 5)			Securities ship Form: Beneficial Ow						
		Date,	(Instr. 8)					Beneficially	Direct (D)	(Instr. 4)				
	(Month/ Day/ Year)	if any	Code	V	Amount	(A)	Price	Owned Follow-	or Indirect (I)					
	[·····)	(Month/Day/ Year)				or		ing Reported Transactions(s)	(Instr. 4)					
		(internet)				(D)		(Instr. 3 & 4)						
Common Stock	10/28/2002	10/28/2002	M		40,000	A	\$2.107							
Common Stock	10/28/2002	10/28/2002	S		40,000	D	\$24.085							
Common Stock	n Stock 10/28/2002 10/28/2002 G 500 D		D	\$23.37										
						_								
Common Stock	10/28/2002	10/28/2002	G		11,000	D	\$23.37	1,000	I	By son				
								1,000	I	By daughter				
								1,000	I	By son				
								1,000	I	By daughter				
								290,269	D					
	1													

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).

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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	a		1	-	1			_					l		
1. Title of	2. Conver-	3. Trans-	3A.	4.	5.1	Numbe	er of	6. Date Exercisable		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature of
Derivative	sion or	action	Deemed	Trans	- De	rivativ	e	and Expiration		of Underly	of Underlying		Derivative	Owner-	Indirect
Security	Exercise	Date	Execution	action	See	curities		Date		Securities		Security	Securities	ship	Beneficial
	Price of		Date,	Code	Ac	quired	(A) or	(Month/Day/		(Instr. 3 & 4)		(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)		(Month/	if any		Dis	sposed	of (D)	Year)		Î.		È Í	Owned	of Deriv-	(Instr. 4)
È /		Day/ Year)	(Month/	(Instr.									Following	ative	, ,
		real)	Day/	8)		str. 3, 4 & 5)						Reported	Security:		
			Year)	0)	(m	$(1130.3, 4 \times 3)$							1 1	Direct	
				Code	V	(A)	(D)	Date	Expira-	Title	Amount		(Instr. 4)	(D)	
								Exer-	tion		or		(IIISU. 4)	1 · · ·	
								cisable	Date		Number			or	
											of			Indirect	
											Shares			(1)	
											Shares			(Instr. 4)	
Common	\$24.04	10/25/2002	10/25/2002	A	2	26,000		<u>(1)</u>	10/25/2012	Common	26,000		26,000	D	
Stock										Stock					
Option															
(Right to															
Buy)															
	E2 107	10/28/2002	10/28/2002	м	+-		40.000	9/20/1994	0/20/2004	Common	40,000		114,484	D	
Common	\$2.107	10/20/2002	10/20/2002				40,000	20/1994		Common	40,000		114,404	0	
Stock										Stock					
Option													1		

(Right to Buy)														
Explanation of Responses:														

(1) The option vests in 24 equal month installments beginning on October 25, 2003.

By: /s/ David S. Lambert

<u>10/29/2002</u> Date

**Signature of Reporting Person

**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 is insufficient, See Instruction 6 for procedure.

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