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 S	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility—										
Holding C	Company Act of 1935 or Section 30(f) of the Investment C	ompany Act of 1940 Fil	ed By Romeo & Dye's Instant Form 4 File www.section16.net								
Print or Type Responses)		_									
1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Pe	rson(s)								

Name and Addres Little, Mitchell R.	s of Reporting P	erson*	Microchip Technology Incorporated "MCHP"					6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)				
c/o Microchip Techr 2355 W. Chandler B Chandler, AZ 85224	oulevard (Street) -6199	,	of Reporting Person, if an entity (voluntary) Month/Year 09/03/2002 5. If Amendment, Date of Original (Month/Day/Year)					Vice President, Worldwide Sales & Applications 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) 1. Title of Security (Instr. 3)	(State) (Zip) 2. Transaction Date	3. Trans- action Cod (Instr. 8)		4. Securities Acquired (A) or (Instr. 3, 4 & 5)		sposed of (D)		5. Amount of Securities	6. Owner-ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Month/ Day/ Year)	Code	V	Amount	(A) or (D)	Price			or Indirect (I) (Instr. 4)			
								1,214 ⁽¹⁾	D			

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-a currently valid OMB control number

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 o	f Derivative	6. Date		7. Tit	le and Amount	8. Price of	9. Number	10.	11. Nature of
Derivative	sion or	action	Trans-	Securities A	cquired (A)	Exercisal	Exercisable		derlying	Derivative	of	Owner-	Indirect Beneficial
Security	Excercise	Date	action	or Disposed	of (D)	and Expiration		Secui	rities	Security	Derivative	ship	Ownership
	Price of		Code			Date	Date (. 3 & 4)	(Instr. 5)	Securities	Form	(Instr. 4)
(Instr. 3)	Derivative	(Month/		(Instr. 3, 4 &	2 5)	(Month/I	(Month/Day/				Beneficially	of Deriv-	
	Security	Day/	(Instr.			Year)					Owned at	ative	
		Year)	8)			'					End of	Security:	
											Month	Direct	
											(Instr. 4)	(D)	
			Code V	(A)	(D)	Date	Expira-	Title	Amount or	1		or	
				` ′	/	Exer-	tion		Number of			Indirect	
						cisable	Date		Shares			(I)	
												(Instr. 4)	
		T											
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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:

(1) Total includes 686 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.

Mitchell R. Little 09/03/2002
**Signature of Reporting Person Date

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

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 Number.

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