

SANGHI STEVE  
Form 4  
March 03, 2009

**FORM 4**

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

OMB APPROVAL

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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 OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SANGHI STEVE

2. Issuer Name and Ticker or Trading Symbol  
MICROCHIP TECHNOLOGY INC  
[MCHP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/27/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, CEO, Chairman

C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHANDLER, AZ 85224-6199

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/02/2009		A		797 <sup>(1)</sup>	A	\$ 15.181
					4,320,831 <sup>(2)</sup>	I	

Held Directly and Indirectly by Trust <sup>(2)</sup>

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

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SEC 1474 (9-02)

number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	(3)	02/27/2009		A	22,200	(4) (4)	Common Stock	22,200
Restricted Stock Units	(3)	02/27/2009		A	38,624	(5) (5)	Common Stock	38,624
Restricted Stock Units	(3)	02/27/2009		A	26,700	(6) (6)	Common Stock	26,700
Restricted Stock Units	(3)	02/27/2009		A	6,550	(7) (7)	Common Stock	6,550

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANGHI STEVE C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199	X		President, CEO, Chairman	

## Signatures

Deborah L. Wussler, as Attorney-in-Fact 03/03/2009

\_\_Signature of Reporting Person Date

## Explanation of Responses:

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

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

(1)

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Shares were acquired under the Microchip Technology Incorporated 2001 Employee Stock Purchase Plan on March 2, 2009, in an exempt transaction pursuant to Rule 16(b)-3(d), paid for by contributions made during the six month period ended February 27, 2009.

(2) Of the 4,320,034 shares held, 38,197 shares were held Directly; 4,282,634 shares were held by Trust.

(3) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.

(4) The restricted stock units vest in eight equal quarterly installments beginning February 1, 2010, as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ending June 30, 2009. Vested shares will be delivered to the reporting person upon vest.

(5) The restricted stock units will vest in full on February 1, 2013 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended June 30, 2009. Vested shares will be delivered to the reporting person upon vest.

(6) The restricted stock units will vest in full on November 1, 2012 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended June 30, 2009. Vested shares will be delivered to the reporting person upon vest.

(7) The restricted stock units will vest in full on February 1, 2010 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended June 30, 2009. Vested shares will be delivered to the reporting person upon vest.

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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