

SANGHI STEVE  
Form 4/A  
February 22, 2012

**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)

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)  
02/17/2012

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)                                   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/15/2012                           |  | M                              | V<br>2,778<br>A \$ 36.7   | (A)<br>or<br>(D)<br>4,765,362<br>(1) (2)  | I  | Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi Family |

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|              |            |   |        |   |            |                                 |   |  |
|--------------|------------|---|--------|---|------------|---------------------------------|---|--|
| Common Stock | 02/16/2012 | M | 47,562 | A | \$ 21      | <u>4,812,924</u> <sup>(3)</sup> | I | LP. <sup>(2)</sup><br>Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi Family LP. <sup>(3)</sup> |
| Common Stock | 02/16/2012 | M | 50,000 | A | \$ 24.04   | <u>4,862,924</u> <sup>(4)</sup> | I | Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi Family LP. <sup>(4)</sup>                       |
| Common Stock | 02/16/2012 | S | 47,562 | D | \$ 37.1367 | <u>4,815,362</u> <sup>(5)</sup> | I | Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi Family LP. <sup>(5)</sup>                       |
| Common Stock | 02/16/2012 | S | 50,000 | D | \$ 37.22   | <u>4,765,362</u> <sup>(2)</sup> | I | Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi Family  |

|              |            |              |             |   |            |                         |   |  |
|--------------|------------|--------------|-------------|---|------------|-------------------------|---|--|
| Common Stock | 02/17/2012 | M            | 50,000      | A | \$ 24.04   | 4,815,362<br><u>(5)</u> | I | LP. <u>(2)</u><br>Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi Family LP. <u>(5)</u> |
| Common Stock | 02/17/2012 | S            | 50,000      | D | \$ 37.1661 | 4,765,362<br><u>(2)</u> | I | Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi Family LP. <u>(2)</u>                   |
| Common Stock | 02/17/2012 | G <u>(6)</u> | V 2,874,179 | D | \$ 0       | 4,765,362<br><u>(7)</u> | I | Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi Family LP. <u>(7)</u>                   |
| Common Stock | 02/17/2012 | G <u>(8)</u> | V 50,000    | D | \$ 0       | 4,765,362<br><u>(9)</u> | I | Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi Family                                  |

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

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(9-02)

**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) |              |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount |
| Restricted Stock Units                     | \$ 36.7  | 02/15/2012                           |  | M                              | 2,778   | <u>(10)</u>  | <u>(10)</u>   | Common Stock | 2      |
| Common Stock Option (Right to Buy)         | \$ 21  | 02/16/2012                           |  | M                              | 47,652  | 08/01/2003   | 08/01/2012  | Common Stock | 4      |
| Common Stock Option (Right to Buy)         | \$ 24.04   | 02/16/2012                           |  | M                              | 50,000  | 10/25/2003   | 10/25/2012  | Common Stock | 3      |
| Common Stock Option (Right to Buy)         | \$ 24.04   | 02/17/2012                           |  | M                              | 50,000  | 10/25/2003   | 10/25/2012  | Common Stock | 3      |

## Reporting Owners

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

CHANDLER, AZ 85224-6199

## Signatures

Deborah L. Wussler, as  
Attorney-in-Fact

02/22/2012

\_\_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) This Amended Form 4 is filed to accurately report the number of shares held indirectly in each of the footnotes attached to Columns 5 and 7 of Table I. All subsequent reports filed after this date are deemed to include the modification herein.
- (2) Of the 4,765,362 shares held, 14,604 shares were held Directly; 4,638,001 shares were held by the Sanghi Trust; 7,250 shares were held by the Sanghi LLC, a limited liability company (the "Sanghi LLC) and 105,507 shares were held by the Sanghi Limited Partnership.
- (3) Of the 4,812,924 shares held, 14,604 shares were held Directly; 4,685,563 shares were held by the Sanghi Trust; 7,250 shares were held by the Sanghi LLC, and 105,507 shares were held by the Sanghi Limited Partnership.
- (4) Of the 4,862,924 shares held, 14,604 shares were held Directly; 4,735,563 shares were held by the Sanghi Trust; 7,250 shares were held by the Sanghi LLC, and 105,507 shares were held by the Sanghi Limited Partnership.
- (5) Of the 4,815,362 shares held, 14,604 shares were held Directly; 4,688,001 shares were held by the Sanghi Trust; 7,250 shares were held by the Sanghi LLC, and 105,507 shares were held by the Sanghi Limited Partnership.
- (6) The Sanghi Trust transferred these shares without the payment of consideration to the Sanghi Family Limited Partnership, a limited partnership of which the Sanghi LLC is a 6.37% limited partner and the Sanghi Trust is a 93.13% limited partner, and the Sanghi LLC is the sole general partner.
- (7) Of the 4,765,362 shares held, 14,604 shares were held Directly; 1,763,822 shares were held by the Sanghi Trust; 7,250 shares were held by the Sanghi LLC, and 2,979,686 shares were held by the Sanghi Limited Partnership.
- (8) The Sanghi Trust transferred these shares without the payment of consideration to the Sanghi LLC, of which the Sanghi Trust is the sole member. The Reporting person and his wife are the sole trustees of the Family Trust.
- (9) Of the 4,765,362 shares held, 14,604 shares were held Directly; 1,713,822 shares were held by the Sanghi Trust; 57,250 shares were held by the Sanghi LLC, and 2,979,686 shares were held by the Sanghi Limited Partnership.
- (10) The restricted stock units will vest in eight equal quarterly installments beginning February 15, 2011 as long as the individual remains a service provider through the vesting date. 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. 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.