

LAMBERT DAVID S
 Form 4
 February 02, 2010

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 *
 LAMBERT DAVID S

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, Fab Operations

(Last) (First) (Middle)
 C/O MICROCHIP TECHNOLOGY
 INCORPORATED, 2355 WEST
 CHANDLER BOULEVARD

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/01/2010

(Street)
 CHANDLER, AZ 85224-6199

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			Shares held Directly and Indirectly by Trust and by Reporting Person's Children ⁽¹⁾
Common Stock	02/01/2010		M	1,400 A \$ 26.51	167,556 ⁽¹⁾	I	
	02/01/2010		F	529 D	167,027 ⁽²⁾	I	

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Common Stock					\$ 26.51			Shares held Directly and Indirectly by Trust and by Reporting Person's Children ⁽²⁾
Common Stock	02/01/2010	M	51	A	\$ 26.51	167,078 ⁽³⁾	I	Shares held Directly and Indirectly by Trust and by Reporting Person's Children ⁽³⁾
Common Stock	02/01/2010	F	20	D	\$ 26.51	167,058 ⁽⁴⁾	I	Shares held Directly and Indirectly by Trust and by Reporting Person's Children ⁽⁴⁾
Common Stock	02/01/2010	M	487	A	\$ 26.51	167,545 ⁽⁵⁾	I	Shares held Directly and Indirectly by Trust and by Reporting Person's Children ⁽⁵⁾
Common Stock	02/01/2010	F	184	D	\$ 26.51	167,361 ⁽⁶⁾	I	Shares held Directly and Indirectly by Trust and by Reporting Person's Children ⁽⁶⁾
Common Stock	02/01/2010	M	650	A	\$ 26.51	168,011 ⁽⁷⁾	I	Shares held Directly and

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Common Stock	02/01/2010	F	246	D	\$ 26.51	167,765 ⁽⁸⁾	I	Indirectly by Trust and by Reporting Person's Children ⁽⁷⁾ Shares held Directly and Indirectly by Trust and by Reporting Person's Children ⁽⁸⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who 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.

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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 (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. Pr Deri Secu (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 26.51	02/01/2010		M	1,400	<u>(9)</u>	<u>(9)</u>	Common Stock	11,200
Restricted Stock Units	\$ 26.51	02/01/2010		M	51	<u>(10)</u>	<u>(10)</u>	Common Stock	102
Restricted Stock Units	\$ 26.51	02/01/2010		M	487	<u>(11)</u>	<u>(11)</u>	Common Stock	3,900
Restricted Stock	\$ 26.51	02/01/2010		M	650	<u>(12)</u>	<u>(12)</u>	Common Stock	650

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMBERT DAVID S C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199			VP, Fab Operations	

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

02/02/2010

__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) Of the 167,556 shares held, 6,224 shares were held Directly; 158,543 shares were held by Trust; 1,339 shares were held by Reporting Person's sons; and 1,450 shares were held by Reporting Person's daughter.
- (2) Of the 167,027 shares held, 5,695 shares were held Directly; 158,543 shares were held by Trust; 1,339 shares were held by Reporting Person's sons; and 1,450 shares were held by Reporting Person's daughter.
- (3) Of the 167,078 shares held, 5,746 shares were held Directly; 158,543 shares were held by Trust; 1,339 shares were held by Reporting Person's sons; and 1,450 shares were held by Reporting Person's daughter.
- (4) Of the 167,058 shares held, 5,726 shares were held Directly; 158,543 shares were held by Trust; 1,339 shares were held by Reporting Person's sons; and 1,450 shares were held by Reporting Person's daughter.
- (5) Of the 167,545 shares held, 6,213 shares were held Directly; 158,543 shares were held by Trust; 1,339 shares were held by Reporting Person's sons; and 1,450 shares were held by Reporting Person's daughter.
- (6) Of the 167,361 shares held, 6,029 shares were held Directly; 158,543 shares were held by Trust; 1,339 shares were held by Reporting Person's sons; and 1,450 shares were held by Reporting Person's daughter.
- (7) Of the 168,011 shares held, 6,679 shares were held Directly; 158,543 shares were held by Trust; 1,339 shares were held by Reporting Person's sons; and 1,450 shares were held by Reporting Person's daughter.
- (8) Of the 167,765 shares held, 6,443 shares were held Directly; 158,543 shares were held by Trust; 1,339 shares were held by Reporting Person's sons; and 1,450 shares were held by Reporting Person's daughter.
- (9) The restricted stock units vest in eight equal quarterly installments beginning May 1, 2008. Vested shares will be delivered to the reporting person upon vest.
- (10) The restricted stock units will vest 50% on November 1, 2009 and 50% 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 income in the six month period ending September 30, 2008.
- (11) The restricted stock units vest in four equal quarterly installments of 487 shares beginning February 1, 2010 and four equal quarterly installments of 488 shares beginning February 1, 2011, 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.
- (12) 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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