

SANGHI STEVE
Form 4
February 22, 2012

FORM 4

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

OMB APPROVAL

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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)
02/21/2012

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)
Common Stock	02/21/2012		M	20,000 A \$ 24.04	4,785,362 (1)	I	Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi FLP. (1)

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Common Stock	02/21/2012	S	20,000	D	\$ 37.1874	4,765,362 (2)	I	Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi FLP.
Common Stock	02/22/2012	G ⁽³⁾	V 57,250	D	\$ 0	4,765,362 (4)	I	Held Directly and Indirectly, by the Sanghi Trust, the Sanghi LLC and the Sanghi FLP. (4)

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 of Number of Shares
Common Stock Option (Right to Buy)	\$ 24.04	02/21/2012		M	20,000	10/25/2003 10/25/2012	Common Stock	303,750	

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

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) Of the 4,785,362 shares held, 14,604 shares were held Directly; 1,733,822 shares were held by the Sanghi Trust; 57,250 shares were held by the Sanghi LLC, a limited liability company, and 2,979,686 shares were held by the Sanghi Family Limited Partnership (the "Sanghi FLP").
- (2) 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 FLP.
- (3) The Sanghi LLC transferred these shares without the payment of consideration to the Sanghi FLP, a limited partnership of which the Sanghi LLC is a 1.9% limited partner and the Sanghi Trust is a 98.1% limited partner, and the Sanghi LLC is the sole general partner.
- (4) Of the 4,765,362 shares held, 14,604 shares were held Directly; 1,713,822 shares were held by the Sanghi Trust, and 3,036,936 shares were held by the Sanghi FLP.

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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