

MICROCHIP TECHNOLOGY INC
 Form 4
 February 18, 2014

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 *
 HUGO MARTINEZ ALBERT J

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)
 C/O MICROCHIP TECHNOLOGY
 INCORPORATED, 2355 WEST
 CHANDLER BOULEVARD

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/13/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

(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)	(A) or (D)	5. Amount or Price	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	02/13/2014		M	6,000	A	\$ 29.19	8,000	I	Shares held Indirectly, by Trust.
Common Stock	02/13/2014		M	6,000	A	\$ 31.01	14,000	I	Shares held Indirectly, by Trust.
Common Stock	02/13/2014		M	6,000	A	\$ 31.29	20,000	I	Shares held Indirectly, by Trust.

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Common Stock	02/13/2014		M	6,000	A	\$ 37.84	26,000	I	Shares held Indirectly, by Trust.
Common Stock	02/13/2014		M	6,000	A	\$ 33.9	32,000	I	Shares held Indirectly, by Trust.
Common Stock	02/13/2014		M	3,000	A	\$ 27.03	35,000	I	Shares held Indirectly, by Trust.
Common Stock	02/13/2014		S	10,000	D	\$ 45.52	25,000	I	Shares held Indirectly, by Trust.
Common Stock	02/13/2014		S	10,000	D	\$ 45.71	15,000	I	Shares held Indirectly, by Trust.
Common Stock	02/13/2014		S	3,500	D	\$ 45.64	11,500	I	Shares held Indirectly, by Trust.

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 29.19	02/13/2014		M	6,000	09/02/2004 08/02/2014	Common Stock	6,000	
Common Stock	\$ 31.01	02/13/2014		M	6,000	09/01/2005 08/01/2015	Common Stock	6,000	

Option (Right to Buy)									
Common Stock									
Option (Right to Buy)	\$ 31.29	02/13/2014	M	6,000	09/01/2006	08/01/2016	Common Stock	6,000	
Common Stock									
Option (Right to Buy)	\$ 37.84	02/13/2014	M	6,000	09/17/2007	08/17/2017	Common Stock	6,000	
Common Stock									
Option (Right to Buy)	\$ 33.9	02/13/2014	M	6,000	09/15/2008	08/15/2018	Common Stock	6,000	
Common Stock									
Option (Right to Buy)	\$ 27.03	02/13/2014	M	3,000	09/14/2009	08/14/2019	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGO MARTINEZ ALBERT J C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199	X			

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

02/18/2014

**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).

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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