

LAMBERT DAVID S  
Form 4  
May 10, 2011

**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)

(Last) (First) (Middle)

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

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

VP, Fab Operations

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 Ownership (Instr. 4)   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. |
| Common Stock                    | 05/09/2011                           |  | M                              | 2,871 A   | \$ 24.27  | 180,919 <sup>(1)</sup>                                   | I   |

<sup>(1)</sup>

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|              |            |   |        |   |           |                        |   |  |
|--------------|------------|---|--------|---|-----------|------------------------|---|--|
| Common Stock | 05/09/2011 | M | 26,000 | A | \$ 24.04  | 206,919 <sup>(2)</sup> | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(2)</sup> |
| Common Stock | 05/09/2011 | M | 5,418  | A | \$ 27.153 | 212,237 <sup>(3)</sup> | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(3)</sup> |
| Common Stock | 05/09/2011 | M | 39,000 | A | \$ 27.153 | 251,337 <sup>(4)</sup> | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(4)</sup> |
| Common Stock | 05/09/2011 | M | 5,160  | A | \$ 21     | 256,497 <sup>(5)</sup> | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(5)</sup> |
| Common Stock | 05/09/2011 | S | 78,449 | D | \$ 40.58  | 178,048 <sup>(6)</sup> | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's                          |

Children.  
(6)

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

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SEC 1474  
(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 or Number of Shares                              |
| Common Stock Option (Right to Buy)         | \$ 24.27   | 05/09/2011                           |  | M                              | 2,871   | 02/17/2003 01/22/2012                                    | Common Stock 2,871  |
| Common Stock Option (Right to Buy)         | \$ 24.04   | 05/09/2011                           |  | M                              | 26,000  | 10/25/2003 10/25/2012                                    | Common Stock 26,000   |
| Common Stock Option (Right to Buy)         | \$ 27.153  | 05/09/2011                           |  | M                              | 5,418   | 07/03/2003 04/03/2012                                    | Common Stock 5,418  |
| Common Stock Option (Right to Buy)         | \$ 27.153  | 05/09/2011                           |  | M                              | 39,000  | 02/17/2005 04/03/2012                                    | Common Stock 39,000   |
| Common Stock Option (Right to Buy)         | \$ 21  | 05/09/2011                           |  | M                              | 5,160   | 08/01/2003 08/01/2012                                    | Common Stock 5,160  |

## Reporting Owners

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

## Signatures

Deborah L. Wussler, as  
Attorney-in-Fact

05/10/2011

\*\*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 180,919 shares held, 11,554 shares were held Directly; 166,576 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- (2) Of the 206,919 shares held, 37,554 shares were held Directly; 166,576 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- (3) Of the 212,337 shares held, 42,972 shares were held Directly; 166,576 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- (4) Of the 251,337 shares held, 81,972 shares were held Directly; 166,576 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- (5) Of the 256,497 shares held, 87,132 shares were held Directly; 166,576 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- (6) Of the 178,048 shares held, 8,683 shares were held Directly; 166,576 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.

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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