

MICROCHIP TECHNOLOGY INC
 Form 4
 November 04, 2008

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)
 10/31/2008

____ 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 | | |
| Common Stock | 11/03/2008 | | M | 1,400 | \$ 24.65 | 162,572 ⁽¹⁾ | I |
| | 11/03/2008 | | F | 437 | | 162,135 ⁽²⁾ | I |

Held Directly and Indirectly by Trust and Reporting Person's Children ⁽¹⁾

| | | |
|-----------------|-------------|--|
| Common Stock | \$ 24.65 | Held Directly and Indirectly by Trust and Reporting Person's Children. <u>(2)</u> |
|-----------------|-------------|--|

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.

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) | Amount or Number of Shares | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | | |
| Restricted Stock Units | \$ 24.65 | 11/03/2008 | | M | | 1,400 | (3) | (3) | Common Stock | 11,200 |
| Restricted Stock Units | (4) | 10/31/2008 | | A | | 609 | (5) | (5) | Common Stock | 609 |
| Restricted Stock Units | (4) | 10/31/2008 | | A | | 4,578 | (6) | (6) | Common Stock | 4,578 |
| Restricted Stock Units | (4) | 10/31/2008 | | A | | 3,815 | (7) | (7) | Common Stock | 3,815 |

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

11/04/2008

__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 162,572 shares held, 1,896 shares were held Directly; 157,887 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 daughters.

(2) Of the 162,135 shares held, 1,896 shares were held Directly; 157,450 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 daughters.

(3) 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.

(4) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.

(5) The restricted stock units will vest in full on the first anniversary of the first business day of the month following the date of grant as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the six month period ending March 31, 2009. Vested shares will be delivered to the reporting person upon vest.

(6) The restricted stock units will vest in full on the fourth anniversary of the first business day of the month following the date of grant as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the six month period ending March 31, 2009. Vested shares will be delivered to the reporting person upon vest.

(7) The restricted stock units vest in eight equal quarterly installments beginning November 2, 2009, as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the six month period ending March 31, 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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