

LAMBERT DAVID S  
Form 4  
December 07, 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/29/2010

\_\_\_\_ Director  
 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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		Shares Held Directly and Indirectly by Trust and by Reporting Person's Children.
Common Stock	11/29/2010		G	450 D	\$ 34.08	173,070 (1)	I

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Common Stock	11/29/2010	G	300	D	\$ 34.08	172,770 <sup>(2)</sup>	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. <sup>(2)</sup>
Common Stock	12/06/2010	G	300	D	\$ 35.49	172,470 <sup>(3)</sup>	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. <sup>(3)</sup>
Common Stock	12/06/2010	G	300	D	\$ 35.49	172,170 <sup>(4)</sup>	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. <sup>(4)</sup>
Common Stock	12/06/2010	M	7,740	A	\$ 15.917	179,910 <sup>(5)</sup>	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. <sup>(5)</sup>
Common Stock	12/06/2010	M	32,400	A	\$ 15.917	212,310 <sup>(6)</sup>	I	Shares Held Directly and

Common Stock	12/06/2010		M	1,935	A	\$ 15.86	214,245 <sup>(7)</sup>	I	Indirectly by Trust and by Reporting Person's Children. <sup>(6)</sup>
									Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. <sup>(7)</sup>
Common Stock	12/06/2010		S	42,075	D	\$ 35.265	172,170 <sup>(4)</sup>	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. <sup>(4)</sup>

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 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)	\$ 15.917	12/06/2010	M	7,740	07/02/2002	04/02/2011	Common Stock	7,740	
Common Stock									
Option (Right to Buy)	\$ 15.917	12/06/2010	M	32,400	03/31/2005	04/02/2011	Common Stock	32,400	
Common Stock									
Option (Right to Buy)	\$ 15.86	12/06/2010	M	1,935	06/01/2001	06/01/2011	Common Stock	1,935	

## 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  
12/07/2010

\*\*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 173,070 shares held, 8,683 shares were held Directly; 161,598 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 172,770 shares held, 8,683 shares were held Directly; 161,298 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 172,470 shares held, 8,683 shares were held Directly; 160,998 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 172,170 shares held, 8,683 shares were held Directly; 160,698 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 179,910 shares held, 16,423 shares were held Directly; 160,698 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 212,310 shares held, 48,823 shares were held Directly; 160,698 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.
  - (7)

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Of the 214,245 shares held, 50,758 shares were held Directly; 160,698 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.