

MICROCHIP TECHNOLOGY INC  
 Form 4  
 June 11, 2012

**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 \*  
**CHAPMAN MATTHEW W**  
  
 (Last) (First) (Middle)  
**C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD**  
 (Street)  
**CHANDLER, AZ 85224-6199**  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MICROCHIP TECHNOLOGY INC [MCHP]**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/08/2012**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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) Code V Amount (D) Price			Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(1)</sup>
Common Stock	06/08/2012		M	1,000 A \$ 22.81	24,503 <sup>(1)</sup>	I	
	06/08/2012		M	3,000 A	27,503 <sup>(2)</sup>	I	

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Common Stock	\$ 22.81	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <u>(2)</u>
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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)	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)	\$ 22.81	06/08/2012		M	1,000	09/16/2002      08/16/2012	Common Stock	1,000
Common Stock Option (Right to Buy)	\$ 22.81	06/08/2012		M	3,000	08/16/2003      08/16/2012	Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address

**Relationships**

Director    10% Owner    Officer    Other

X

CHAPMAN MATTHEW W  
C/O MICROCHIP TECHNOLOGY INCORPORATED  
2355 WEST CHANDLER BOULEVARD  
CHANDLER, AZ 85224-6199

## Signatures

Deborah L. Wussler, as  
Attorney-in-Fact

06/11/2012

\_\_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 24,503 shares held, 24,106 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children.
- (2) Of the 27,503 shares held, 27,106 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children.

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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