

LAMBERT DAVID S  
Form 4  
May 17, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
05/15/2011

\_\_\_\_ 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)
			Code	V	Amount	(D)	Price
Common Stock	05/15/2011		M		476	A	\$ 40.31
					178,524	(1)	I
	05/15/2011		F		191	D	\$ 40.31
					178,333	(2)	I

Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. (1)

Edgar Filing: LAMBERT DAVID S - Form 4

Common Stock					\$ 40.31			Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(2)</sup>	
Common Stock	05/15/2011		M	497	A	\$ 40.31	178,830 <sup>(3)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(3)</sup>
Common Stock	05/15/2011		F	200	D	\$ 40.31	178,630 <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.**

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)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

								Shares	
Restricted Stock Units	\$ 40.31	05/15/2011	M	476	(5)	(5)	Common Stock	3,810	\$ 0
Restricted Stock Units	\$ 40.31	05/15/2011	M	497	(6)	(6)	Common Stock	497	\$ 0

## 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

05/17/2011

\_\_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 178,524 shares held, 8,683 shares were held Directly; 167,052 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 178,333 shares held, 8,683 shares were held Directly; 166,861 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 178,830 shares held, 8,683 shares were held Directly; 167,549 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 178,630 shares held, 8,683 shares were held Directly; 166,852 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) The restricted stock units will vest in eight equal quarterly installments beginning February 15, 2011 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
  - (6) The restricted stock units will vest in full on May 15, 2011 as long as the individual remains a service provider through the vesting date. 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. 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.