MICROCHIP TECHNOLOGY INC
Form 4
May 06, 2008

FORM 4

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

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

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).

(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)
05/02/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/02/2008		S		3,000	D	$ 37.55	10,897 (1)	I	Held Directly and Indirectly, by Trust and Reporting Person's children (1)
	05/02/2008		S		255	D		10,642 (2)	I	

Common Stock						$ 37.54			Held Directly and Indirectly, by Trust and Reporting Person's children (2)
Common Stock	05/02/2008		S	300	D	$ 37.53	10,342 (3)	I	Held Directly and Indirectly, by Trust and Reporting Person's children (3)
Common Stock	05/02/2008		S	500	D	$ 37.51	9,842 (4)	I	Held Directly and Indirectly, by Trust and Reporting Person's children (4)
Common Stock	05/02/2008		S	2,445	D	$ 37.5	7,397 (5)	I	Held Directly and Indirectly, by Trust and Reporting Person's children (5)

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				Securities (Instr. 3 and 4)			(Instr. 5)	Bene Owne Follo Repo Trans (Instr
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPMAN MATTHEW W C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199		X		

Signatures

Deborah L. Wussler, as Attorney-in-Fact	05/06/2008
**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 10,897 shares held, 10,500 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children.

(2) Of the 10,642 shares held, 10,245 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children.

(3) Of the 10,342 shares held, 9,945 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children.

(4) Of the 9,842 shares held, 9,445 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children.

(5) Of the 7,397 shares held, 7,000 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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