

Bjornholt James Eric  
 Form 3  
 January 07, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person                  *                  ^ Bjornholt James Eric                  (Last) (First) (Middle)</p> <p>C/O MICROCHIP                  TECHNOLOGY                  INCORPORATED, ^ 2355                  WEST CHANDLER                  BOULEVARD                  (Street)</p> <p>CHANDLER, ^ AZ ^ 85224-6199                  (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement                  (Month/Day/Year)                  01/01/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol                  MICROCHIP TECHNOLOGY INC [MCHP]</p> <p>4. Relationship of Reporting Person(s) to Issuer                  (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  VP and CFO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,880	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	(Month/Day/Year)		Derivative Security		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	Â (1)	Â (1)	Common Stock	1,320	\$ 0 (2)	D	Â
Restricted Stock Units	Â (1)	Â (1)	Common stock	249	\$ 0 (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	1,354	\$ 0 (2)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	425	\$ 0 (2)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	300	\$ 0 (2)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	425	\$ 0 (2)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	430	\$ 0 (2)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	521	\$ 0 (2)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	311	\$ 0 (2)	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	190	\$ 0 (2)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	679	\$ 0 (2)	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	152	\$ 0 (2)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	349	\$ 0 (2)	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	213	\$ 0 (2)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	760	\$ 0 (2)	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	38	\$ 0 (2)	D	Â
Restricted Stock Units	Â (9)	Â (9)	Common Stock	615	\$ 0 (2)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	388	\$ 0 (2)	D	Â

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Restricted Stock Units	Â (6)	Â (6)	Common Stock	237	\$ 0 (2)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	846	\$ 0 (2)	D	Â
Restricted Stock Units	Â (10)	Â (10)	Common Stock	106	\$ 0 (2)	D	Â
Restricted Stock Units	Â (11)	Â (11)	Common Stock	3,000	\$ 0 (2)	D	Â
Restricted Stock Units	Â (12)	Â (12)	Common Stock	3,500	\$ 0 (2)	D	Â
Restricted Stock Units	Â (13)	Â (13)	Common Stock	4,000	\$ 0 (2)	D	Â
Restricted Stock Units	Â (14)	Â (14)	Common Stock	4,500	\$ 0 (2)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bjornholt James Eric C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199	Â	Â	Â VP and CFO	Â

## Signatures

Deborah L. Wussler, as  
Attorney-in-Fact

01/07/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.
  - (2) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.
  - (3) The restricted stock units will vest in four equal quarterly installments beginning May 1, 2010. Vested shares will be delivered to the reporting person upon vest.
  - (4) The restricted stock units will vest in full on the first business day of the month following the fourth anniversary of the date of grant. Vested shares will be delivered to the reporting person upon vest.
  - (5) The restricted stock units will vest in full on the first business day of the month following the second anniversary of the date of grant. Vested shares will be delivered to the reporting person upon vest.
  - (6) The restricted stock units will vest in full on the first business day of the month following the third anniversary of the date of grant. Vested shares will be delivered to the reporting person upon vest.
  - (7) The restricted stock units will vest in two equal quarterly installments beginning November 1, 2009. Vested shares will be delivered to the reporting person upon vest.

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- (8) The restricted stock units will vest in full one year from the date of grant. Vested shares will be delivered to the reporting person upon vest.
- (9) The restricted stock units will vest in one installment of 76 shares on August 1, 2009, and in seven equal quarterly installments of 77 shares each beginning November 1, 2009. Vested shares will be delivered to the reporting person upon vest.
- (10) The restricted stock units will vest in full on the first business day of the month following the first anniversary of the date of grant. Vested shares will be delivered to the reporting person upon vest.
- (11) The restricted stock units will vest in full on February 1, 2010. Vested shares will be delivered to the reporting person upon vest.
- (12) The restricted stock units will vest in full on February 1, 2011. Vested shares will be delivered to the reporting person upon vest.
- (13) The restricted stock units will vest in full on February 1, 2012. Vested shares will be delivered to the reporting person upon vest.
- (14) The restricted stock units will vest in full on February 1, 2013. 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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