

LAMBERT DAVID S
Form 4
May 10, 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

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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)
05/09/2011

____ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 05/09/2011 | | M | 2,871 A | \$ 24.27 180,919 ⁽¹⁾ | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽¹⁾ |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-----------|------------------------|---|--|
| Common Stock | 05/09/2011 | M | 26,000 | A | \$ 24.04 | 206,919 ⁽²⁾ | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽²⁾ |
| Common Stock | 05/09/2011 | M | 5,418 | A | \$ 27.153 | 212,237 ⁽³⁾ | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽³⁾ |
| Common Stock | 05/09/2011 | M | 39,000 | A | \$ 27.153 | 251,337 ⁽⁴⁾ | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽⁴⁾ |
| Common Stock | 05/09/2011 | M | 5,160 | A | \$ 21 | 256,497 ⁽⁵⁾ | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽⁵⁾ |
| Common Stock | 05/09/2011 | S | 78,449 | D | \$ 40.58 | 178,048 ⁽⁶⁾ | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's |

Children.
(6)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Common Stock Option (Right to Buy) | \$ 24.27 | 05/09/2011 | | M | 2,871 | 02/17/2003 01/22/2012 | Common Stock 2,871 |
| Common Stock Option (Right to Buy) | \$ 24.04 | 05/09/2011 | | M | 26,000 | 10/25/2003 10/25/2012 | Common Stock 26,000 |
| Common Stock Option (Right to Buy) | \$ 27.153 | 05/09/2011 | | M | 5,418 | 07/03/2003 04/03/2012 | Common Stock 5,418 |
| Common Stock Option (Right to Buy) | \$ 27.153 | 05/09/2011 | | M | 39,000 | 02/17/2005 04/03/2012 | Common Stock 39,000 |
| Common Stock Option (Right to Buy) | \$ 21 | 05/09/2011 | | M | 5,160 | 08/01/2003 08/01/2012 | Common Stock 5,160 |

