

SIMONCIC RICHARD J
 Form 4
 February 02, 2010

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 *
 SIMONCIC RICHARD J

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, Analog and Intrfc Prod Div

(Last) (First) (Middle)
 C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2010

(Street)
 CHANDLER, AZ 85224-6199

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

(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	02/01/2010		M	1,375 A	\$ 26.51 79,280 ⁽¹⁾	I	Shares held Directly and Indirectly, by Trust and Reporting Person's Wife and Mother-in-Law ⁽¹⁾
	02/01/2010		F	534 D	78,746 ⁽²⁾	I	

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Common Stock					\$ 26.51				Shares held Directly and Indirectly, by Trust and Reporting Person's Wife and Mother-in-Law ⁽²⁾
Common Stock	02/01/2010	M	46	A	\$ 26.51	78,792 ⁽³⁾	I		Shares held Directly and Indirectly, by Trust and Reporting Person's Wife and Mother-in-Law ⁽³⁾
Common Stock	02/01/2010	F	18	D	\$ 26.51	78,774 ⁽⁴⁾	I		Shares held Directly and Indirectly, by Trust and Reporting Person's Wife and Mother-in-Law ⁽⁴⁾
Common Stock	02/01/2010	M	575	A	\$ 26.51	79,349 ⁽⁵⁾	I		Shares held Directly and Indirectly, by Trust and Reporting Person's Wife and Mother-in-Law ⁽⁵⁾
Common Stock	02/01/2010	F	223	D	\$ 26.51	79,126 ⁽⁶⁾	I		Shares held Directly and Indirectly, by Trust and Reporting Person's Wife and Mother-in-Law ⁽⁶⁾
Common Stock	02/01/2010	M	500	A	\$ 26.51	79,626 ⁽⁷⁾	I		Shares held Directly and Indirectly, by

Common Stock	02/01/2010	F	194	D	\$ 26.51	79,432 ⁽⁸⁾	I	Trust and Reporting Person's Wife and Mother-in-Law ⁽⁷⁾ Shares held Directly and Indirectly, by Trust and Reporting Person's Wife and Mother-in-Law ⁽⁸⁾
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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 (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 (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. Pr Deri Secu (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 26.51	02/01/2010		M	1,375	<u>(9)</u>	<u>(9)</u>	Common Stock	11,000
Restricted Stock Units	\$ 26.51	02/01/2010		M	46	<u>(10)</u>	<u>(10)</u>	Common Stock	91
Restricted Stock Units	\$ 26.51	02/01/2010		M	575	<u>(11)</u>	<u>(11)</u>	Common Stock	4,600
Restricted Stock	\$ 26.51	02/01/2010		M	500	<u>(12)</u>	<u>(12)</u>	Common Stock	500

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMONCIC RICHARD J C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199			VP, Analog and Intrfc Prod Div	

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

02/02/2010

__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 79,280 shares held, 7,500 shares were held Directly; 71,555 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
 - (2) Of the 78,746 shares held, 6,966 shares were held Directly; 71,555 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
 - (3) Of the 78,792 shares held, 7,012 shares were held Directly; 71,555 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
 - (4) Of the 78,774 shares held, 6,994 shares were held Directly; 71,555 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
 - (5) Of the 79,349 shares held, 7,569 shares were held Directly; 71,555 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
 - (6) Of the 79,126 shares held, 7,346 shares were held Directly; 71,555 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
 - (7) Of the 79,626 shares held, 7,846 shares were held Directly; 71,555 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
 - (8) Of the 79,432 shares held, 7,652 shares were held Directly; 71,555 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
 - (9) 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.
The restricted stock units will vest in 45 shares on November 1, 2009 and 46 shares on February 1, 2010 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating income in the six month period ending September 30, 2008.
 - (11) The restricted stock units vest in eight equal quarterly installments beginning February 1, 2010, as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ending June 30, 2009. Vested shares will be delivered to the reporting person upon vest.
The restricted stock units will vest in full on February 1, 2010 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended June 30, 2009. Vested shares will be delivered to the reporting person upon vest.
 - (12) The restricted stock units will vest in full on February 1, 2010 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended June 30, 2009. 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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