

MICROCHIP TECHNOLOGY INC
 Form 4
 August 19, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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

 (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)
08/15/2014

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 08/15/2014 | | M | | 4,456 | A | \$ 47.37 | 96,624 ⁽¹⁾ | I | Shares held Directly and Indirectly, by Trust and by Wife and Mother-in-Law. ⁽¹⁾ |
| Common Stock | 08/15/2014 | | F | | 1,406 | D | \$ 47.37 | 95,218 ⁽²⁾ | I | Shares held Directly and Indirectly, by |

| | | | | | | | | |
|--------------|------------|---|--------|---|-------|-----------------------|---|--|
| Common Stock | 08/18/2014 | S | 10,000 | D | \$ 47 | 85,218 ⁽³⁾ | I | Trust and by Wife and Mother-in-Law. ⁽²⁾ Shares held Directly and Indirectly, by Trust and by Wife and Mother-in-Law. ⁽³⁾ |
| Common Stock | 08/18/2014 | S | 225 | D | \$ 47 | 84,993 ⁽⁴⁾ | I | Shares held Directly and Indirectly, by Trust. ⁽⁴⁾ |

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 or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------|
| Restricted Stock Units | \$ 47.37 | 08/15/2014 | | M | 4,456 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 4,456 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| SIMONCIC RICHARD J C/O MICROCHIP TECHNOLOGY | Director 10% Owner Officer VP, Analog and Intrfc Prod Div |

INCORPORATED
2355 WEST CHANDLER BOULEVARD
CHANDLER, AZ 85224-6199

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

08/19/2014

 **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 96,624 shares held, 7,652 shares were held Directly; 88,747 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (2) Of the 95,218 shares held, 7,652 shares were held Directly; 87,341 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (3) Of the 85,218 shares held, 7,652 shares were held Directly; 77,341 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (4) Of the 84,993 shares held, 7,652 shares were held Directly; and 77,341 shares were held by Trust.
- (5) The restricted stock units will vest in full on August 15, 2014 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.