

MOORTHY GANESH

Form 4

May 04, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MOORTHY GANESH

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)  
05/01/2010

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Exec. VP & COO

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)  
\_\_\_\_X\_\_\_\_ 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) |                                                              |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|--------------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |                                                              |
| Common Stock                    | 05/03/2010                           |                                                    | M                              |                                                                   | 1,500  | A          | \$ 29.67                                                                                      | 37,584 <sup>(1)</sup>                                    | I                                                     | Shares held Directly and Indirectly, by Trust <sup>(1)</sup> |
| Common Stock                    | 05/03/2010                           |                                                    | F                              |                                                                   | 489    | D          | \$ 29.67                                                                                      | 37,095 <sup>(2)</sup>                                    | I                                                     | Shares held Directly and Indirectly, by Trust <sup>(2)</sup> |

Edgar Filing: MOORTHY GANESH - Form 4

|              |            |   |       |   |          |                       |   |                                                              |
|--------------|------------|---|-------|---|----------|-----------------------|---|--------------------------------------------------------------|
| Common Stock | 05/01/2010 | M | 4,250 | A | \$ 29.67 | 41,345 <sup>(3)</sup> | I | Shares held Directly and Indirectly, by Trust <sup>(3)</sup> |
| Common Stock | 05/01/2010 | F | 1,385 | D | \$ 29.67 | 39,960 <sup>(4)</sup> | I | Shares held Directly and Indirectly, by Trust <sup>(4)</sup> |

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 (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------|
| Restricted Stock Units                     | \$ 29.67                                               | 05/03/2010                           |                                                    | M                              | 1,500                                                                                   | <sup>(5)</sup> <sup>(5)</sup>                            | Common Stock                                                  | 12,000                                        |
| Restricted Stock Units                     | \$ 29.67                                               | 05/01/2010                           |                                                    | M                              | 4,250                                                                                   | <sup>(6)</sup> <sup>(6)</sup>                            | Common Stock                                                  | 17,000                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                                     | Relationships                                      |
|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|
| MOORTHY GANESH<br>C/O MICROCHIP TECHNOLOGY INCORPORATED<br>2355 WEST CHANDLER BOULEVARD<br>CHANDLER, AZ 85224-6199 | Director 10% Owner Officer Other<br>Exec. VP & COO |

## Signatures

Deborah L. Wussler, as  
Attorney-in-Fact

05/04/2010

\_\_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 37,584 shares held, 9,810 shares were held Directly; 27,774 shares were held by Trust.

(2) Of the 37,095 shares held, 9,321 shares were held Directly; 27,774 shares were held by Trust.

(3) Of the 41,345 shares held, 13,571 shares were held Directly; 27,774 shares were held by Trust.

(4) Of the 39,960 shares held, 12,186 shares were held Directly; 27,774 shares were held by Trust.

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.

(6) The restricted stock units vest in four equal quarterly installments beginning May 1, 2010. 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.