

LAMBERT DAVID S

Form 4

July 01, 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
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(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)

04/01/2010

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) 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)

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)
				(A) or (D)	Code V Amount (D) Price		

Common
Stock

165,775 ⁽¹⁾ I

Shares held
Directly
and
Indirectly
by Trust
and by
Reporting
Person's
Children. ⁽¹⁾

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

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- (3) This Amended Form 4 is filed to correct the performance target dates in footnotes 4 and 5 from March 31, 2011 to June 30, 2010. All subsequent reports filed after this date are deemed to include the modification herein.

- The restricted stock units will vest in full on May 15, 2014 as long as the individual remains a service provider through the vesting date
- (4) and the Company achieves performance targets for operating profit in the quarter ended June 30, 2010. Vested shares will be delivered to the reporting person upon vest.

- The restricted stock units will vest in full on May 15, 2011 as long as the individual remains a service provider through the vesting date
- (5) and the Company achieves performance targets for operating profit in the quarter ended June 30, 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.

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