#### LAMBERT DAVID S

Form 4

Common

Stock

11/29/2010

December 07, 2010

FORM	1 4		тоги		NID EX	<b>777 4 3</b> 7			OMB A	PPROVAL
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287	
Check the check	nger		CITAN	IGEG DI	DENER		OHA	EDCHID OF	Expires:	January 31, 2005
subject section Form 4 Form 5	to STATE! 16. or		CHANGES IN BENEFICIAL OWN SECURITIES						Estimated a burden hou response	average ırs per
obligation may consider the second se	ons Section 170 ntinue.	(a) of the Pul	ıblic U		ding Con	npany .	Act of	Act of 1934, 1935 or Section	1	
(Print or Type	Responses)									
	Address of Reporting Γ DAVID S	Sy M	ymbol	r Name <b>and</b> OCHIP TE			,	5. Relationship of Issuer (Check	Reporting Per	
INCORPO	(First) ( OCHIP TECHNO RATED, 2355 W ER BOULEVARI	DLOGY 1: EST		f Earliest Tr Day/Year) 2010	ransaction			Director _X_ Officer (give below) VP, F		6 Owner ser (specify
	(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				
CHANDLE	ER, AZ 85224-61	99						Form filed by M Person	ore than One R	eporting
(City)	(State)	(Zip)	Tab	le I - Non-D	<b>Derivative</b>	Securiti	ies Acqu	ired, Disposed of,	or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if	Transaction	4. Securiti nor Dispose (Instr. 3, 4) Amount	d of (D)		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)
								Shares Held		

G

450

Person's Children.

Directly and Indirectly

by Trust and by Reporting

D \$ 34.08 173,070 (1)

Common Stock	11/29/2010	G	300	D	\$ 34.08	172,770 <u>(2)</u>	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. (2)
Common Stock	12/06/2010	G	300	D	\$ 35.49	172,470 (3)	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children.
Common Stock	12/06/2010	G	300	D	\$ 35.49	172,170 (4)	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. (4)
Common Stock	12/06/2010	M	7,740	A	\$ 15.917	179,910 <u>(5)</u>	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. (5)
Common Stock	12/06/2010	M	32,400	A	\$ 15.917	212,310 (6)	I	Shares Held Directly and

		_09	ag. <u>-</u> ,							
Common Stock	12/06/201	.0	M	1,935	A	\$ 15.86	214,245 (7)	I	Indirectly by Trust and by Reporting Person's Children.  (6)  Shares Held Directly and Indirectly by Trust and by Reporting Person's Children.  (7)	
Common Stock	12/06/201	0	S	42,075	D	\$ 35.265	172,170 (4)	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children.	
Reminder: Re	eport on a sepa	arate line for each clas	ss of securities benef	Perso inform requir	ns w nation ed to lys a	ho respon n containe respond	directly.  In the colle  In this form  In this form  In the colle  In this form  In th	are not	SEC 1474 (9-02)	
			ntive Securities Acquuts, calls, warrants,					ľ		
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. Transact Code (Instr. 8)	Secondary Secondary Or (D) (In	curities equired (A) Disposed of	6. Date Exerc Expiration Da (Month/Day/Y	ite	7. Title and Underlying (Instr. 3 and	Securities
				Code V	V (A	.) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share

Common Stock Option (Right to Buy)	\$ 15.917	12/06/2010	M	7,740	07/02/2002	04/02/2011	Common Stock	7,740
Common Stock Option (Right to Buy)	\$ 15.917	12/06/2010	M	32,400	03/31/2005	04/02/2011	Common Stock	32,400
Common Stock Option (Right to Buy)	\$ 15.86	12/06/2010	M	1,935	06/01/2001	06/01/2011	Common Stock	1,935

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
LAMBERT DAVID S							
C/O MICROCHIP TECHNOLOGY INCORPORATED			VP, Fab				
2355 WEST CHANDLER BOULEVARD			Operations				
CHANDLER, AZ 85224-6199							

### **Signatures**

Deborah L. Wussler, as Attorney-in-Fact

\*\*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).
- Of the 173,070 shares held, 8,683 shares were held Directly; 161,598 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- (2) Of the 172,770 shares held, 8,683 shares were held Directly; 161,298 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- (3) Of the 172,470 shares held, 8,683 shares were held Directly; 160,998 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- (4) Of the 172,170 shares held, 8,683 shares were held Directly; 160,698 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- Of the 179,910 shares held, 16,423 shares were held Directly; 160,698 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.
- (6) Of the 212,310 shares held, 48,823 shares were held Directly; 160,698 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.

**(7)** 

Reporting Owners 4

Of the 214,245 shares held, 50,758 shares were held Directly; 160,698 shares were held by Trust; 1,339 shares were held by Reporting Person's son; and 1,450 shares were held by Reporting Person's daughter.

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.