Bjornholt James Eric Form 4 January 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

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obligations

Check this box

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

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Bjornholt James Eric

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

MICROCHIP TECHNOLOGY INC

(Check all applicable)

[MCHP]

3. Date of Earliest Transaction

(Middle)

Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

below) 01/03/2011

VP and CFO

C/O MICROCHIP TECHNOLOGY **INCORPORATED, 2355 WEST** CHANDLER BOULEVARD

(First)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

3.

X Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following

8,953

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) (Instr. 3 and 4)

Common Stock

Code V Amount (D) Price

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(9-02)

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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. Transacti Code (Instr. 8)	5. Number out 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	01/03/2011		A	250	(2)	(2)	Common Stock	250	5
Restricted Stock Units	(1)	01/03/2011		A	2,907	(3)	(3)	Common Stock	2,907	9

Reporting Owners

CHANDLER, AZ 85224-6199

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		
Bjornholt James Eric						
C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOLLEVARD			VP and CFO			

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).
- (1) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.
- The restricted stock units will vest in full on February 15, 2013 as long as the individual remains a service provider through the vesting (2) date and the Company achieves performance targets for operating profit in the quarter ended March 31, 2011. Vested shares will be delivered to the reporting person upon vest.
- The restricted stock units will vest in full on February 15, 2015 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 March 31, 2011. 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.

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