

LAMBERT DAVID S

Form 4

May 10, 2011

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 *
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)
05/09/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify 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) (A) or (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)
			Code	V	Amount	Price	

Common
Stock

05/09/2011

M 2,871 A \$ 24.27 180,919 ⁽¹⁾ I

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

Edgar Filing: LAMBERT DAVID S - Form 4

Common Stock	05/09/2011	M	26,000	A	\$ 24.04	206,919 ⁽²⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <u>(2)</u>
Common Stock	05/09/2011	M	5,418	A	\$ 27.153	212,237 ⁽³⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <u>(3)</u>
Common Stock	05/09/2011	M	39,000	A	\$ 27.153	251,337 ⁽⁴⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <u>(4)</u>
Common Stock	05/09/2011	M	5,160	A	\$ 21	256,497 ⁽⁵⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <u>(5)</u>
Common Stock	05/09/2011	S	78,449	D	\$ 40.58	178,048 ⁽⁶⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's

Edgar Filing: LAMBERT DAVID S - Form 4

Children.
(6)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 24.27	05/09/2011		M	2,871	02/17/2003	01/22/2012	Common Stock	2,871
Common Stock Option (Right to Buy)	\$ 24.04	05/09/2011		M	26,000	10/25/2003	10/25/2012	Common Stock	26,000
Common Stock Option (Right to Buy)	\$ 27.153	05/09/2011		M	5,418	07/03/2003	04/03/2012	Common Stock	5,418
Common Stock Option (Right to Buy)	\$ 27.153	05/09/2011		M	39,000	02/17/2005	04/03/2012	Common Stock	39,000
Common Stock Option (Right to Buy)	\$ 21	05/09/2011		M	5,160	08/01/2003	08/01/2012	Common Stock	5,160

Reporting Owners

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

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

05/10/2011

__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 180,919 shares held, 11,554 shares were held Directly; 166,576 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 206,919 shares held, 37,554 shares were held Directly; 166,576 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 212,337 shares held, 42,972 shares were held Directly; 166,576 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 251,337 shares held, 81,972 shares were held Directly; 166,576 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.
- (5) Of the 256,497 shares held, 87,132 shares were held Directly; 166,576 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 178,048 shares held, 8,683 shares were held Directly; 166,576 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.