

LAMBERT DAVID S
Form 4
February 12, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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)

____ Director _____ 10% Owner
 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)
 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)			Shares held Directly and Indirectly, by Trust and by Reporting Person's Children.			
			Code	V	Amount	(D)	Price			
Common Stock	02/11/2013		M		7,568	A	\$ 26.14	216,143 ⁽¹⁾	I	

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Common Stock	02/11/2013	M	28,000	A	\$ 27.05	244,143 ⁽²⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽²⁾
Common Stock	02/11/2013	M	2,000	A	\$ 27.05	246,143 ⁽³⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽³⁾
Common Stock	02/11/2013	M	10,000	A	\$ 26.25	256,143 ⁽⁴⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽⁴⁾
Common Stock	02/11/2013	M	28,000	A	\$ 25.29	284,143 ⁽⁵⁾	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. ⁽⁵⁾
Common Stock	02/11/2013	S	75,568	D	\$ 36.3097	208,575 ⁽⁶⁾	I	Shares held Directly and

Common Stock	02/12/2013		G	V	1,000	D	\$ 36.62	207,575 ⁽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⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	\$ 26.14	02/11/2013		M	7,568	10/09/2004 10/09/2013	Common Stock 7,568
Common Stock Option (Right to Buy)	\$ 27.05	02/11/2013		M	28,000	03/31/2008 04/01/2014	Common Stock 28,000

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Of the 207,575 shares held, 8,683 shares were held Directly; 196,103 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.

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.