

LAMBERT DAVID S
 Form 4
 December 07, 2010

FORM 4

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

OMB APPROVAL

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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)
 11/29/2010

____ 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)
Common Stock	11/29/2010		G	450 D	\$ 34.08 173,070 (1)	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children.

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Common Stock	11/29/2010	G	300	D	\$ 34.08	172,770 ⁽²⁾	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. ⁽³⁾
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 ⁽⁵⁾	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

Common Stock	12/06/2010		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	12/06/2010		S	42,075	D	\$ 35.265	172,170 ⁽⁴⁾	I	Shares Held Directly and Indirectly by Trust and by Reporting Person's Children. ⁽⁴⁾

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)

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

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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.