

MICROCHIP TECHNOLOGY INC
 Form 4
 November 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)
 11/07/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ 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 or Disposed of (A) or (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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|---|--|
| | | | | (A) or (D) | Price | | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. | |
| Common Stock | 11/07/2013 | | G | V 375 | D \$ 42.16 | 213,236 ⁽¹⁾ | I | |

⁽¹⁾

| | | | | | | | | | | |
|--------------|------------|--|---|---|-----|---|----------|------------------------|---|--|
| Common Stock | 11/07/2013 | | G | V | 500 | D | \$ 42.16 | 212,736 ⁽²⁾ | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <u>(2)</u> |
| Common Stock | 11/07/2013 | | G | V | 500 | D | \$ 42.16 | 212,236 ⁽³⁾ | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <u>(3)</u> |
| Common Stock | 11/07/2013 | | G | V | 375 | D | \$ 42.16 | 211,861 ⁽⁴⁾ | I | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <u>(4)</u> |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| | | | | |
|------|---------------------|--------------------|-------|--|
| | | | | Amount or Number of Shares |
| | Date Exercisable | Expiration Date | Title | |
| Code | V | (A) | (D) | |

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

11/12/2013

__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 213,236 shares held, 8,583 shares were held Directly; 201,864 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..
 - (2) Of the 212,736 shares held, 8,583 shares were held Directly; 201,364 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.
 - (3) Of the 212,236 shares held, 8,583 shares were held Directly; 200,864 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.
 - (4) Of the 211,861 shares held, 8,583 shares were held Directly; 200,489 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.