

SANGHI STEVE
 Form 4
 February 17, 2012

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 *
 SANGHI STEVE

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)
 02/15/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, CEO, Chairman

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	02/15/2012		M	V 2,778 A \$ 36.7	4,765,362 (1)	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family

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Common Stock	02/16/2012	M	47,562	A	\$ 21	<u>4,812,294</u> ⁽²⁾	I	LP. ⁽¹⁾ Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. ⁽²⁾
Common Stock	02/16/2012	M	50,000	A	\$ 24.04	<u>4,862,924</u> ⁽³⁾	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. ⁽³⁾
Common Stock	02/16/2012	S	47,562	D	\$ 37.1367	<u>4,815,362</u> ⁽⁴⁾	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. ⁽⁴⁾
Common Stock	02/16/2012	S	50,000	D	\$ 37.22	<u>4,765,362</u> ⁽¹⁾	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family

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Common Stock	02/17/2012		M	50,000	A	\$ 24.04	4,815,362 <u>(4)</u>	I	LP. <u>(1)</u> Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. <u>(4)</u>
Common Stock	02/17/2012		S	50,000	D	\$ 37.1661	4,765,362 <u>(1)</u>	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. <u>(1)</u>
Common Stock	02/17/2012		<u>G(5)</u>	V 2,874,179	D	\$ 0	4,765,362 <u>(6)</u>	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family LP. <u>(6)</u>
Common Stock	02/17/2012		<u>G(7)</u>	V 50,000	D	\$ 0	4,765,362 <u>(8)</u>	I	Held Directly and Indirectly, by the Family Trust, the Sanghi LLC and the Sanghi Family

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
Restricted Stock Units	\$ 36.7	02/15/2012		M	2,778	(9)	(9)	Common Stock	2
Common Stock Option (Right to Buy)	\$ 21	02/16/2012		M	47,652	08/01/2003	08/01/2012	Common Stock	4
Common Stock Option (Right to Buy)	\$ 24.04	02/16/2012		M	50,000	10/25/2003	10/25/2012	Common Stock	3
Common Stock Option (Right to Buy)	\$ 24.04	02/17/2012		M	50,000	10/25/2003	10/25/2012	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANGHI STEVE C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD	X		President, CEO, Chairman	

CHANDLER, AZ 85224-6199

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

02/17/2012

__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 4,765,362 shares held, 14,604 shares were held Directly; 4,637,981 shares were held by the Family Trust; 7,250 shares were held by the Sanghi LLC, a limited liability company (the "Sanghi LLC") and 105,527 shares were held by the Sanghi Limited Partnership.
- (2) Of the 4,812,924 shares held, 14,604 shares were held Directly; 4,685,543 shares were held by the Family Trust; 7,250 shares were held by the Sanghi LLC, and 105,527 shares were held by the Sanghi Limited Partnership.
- (3) Of the 4,862,924 shares held, 14,604 shares were held Directly; 4,735,543 shares were held by the Family Trust; 7,250 shares were held by the Sanghi LLC, and 105,527 shares were held by the Sanghi Limited Partnership.
- (4) Of the 4,815,362 shares held, 14,604 shares were held Directly; 4,687,981 shares were held by the Family Trust; 7,250 shares were held by the Sanghi LLC, and 105,527 shares were held by the Sanghi Limited Partnership.

(5) The Sanghi Family Trust ("Family Trust") transferred these shares without the payment of consideration to the Sanghi Family Limited Partnership, a limited partnership of which the Sanghi LLC is a 6.37% limited partner and the Sanghi Family Trust is a 93.13% limited partner, and the Sanghi LLC is the sole general partner.

- (6) Of the 4,815,362 shares held, 14,604 shares were held Directly; 1,813,802 shares were held by the Family Trust; 7,250 shares were held by the Sanghi LLC, and 2,979,706 shares were held by the Sanghi Limited Partnership.
- (7) The Family Trust transferred these shares without the payment of consideration to the Sanghi LLC, of which the Family Trust is the sole member. The Reporting person and his wife are the sole trustees of the Family Trust.
- (8) Of the 4,815,362 shares held, 14,604 shares were held Directly; 1,763,802 shares were held by the Family Trust; 57,250 shares were held by the Sanghi LLC, and 2,979,706 shares were held by the Sanghi Limited Partnership.
- (9) The restricted stock units will vest in eight equal quarterly installments beginning February 15, 2011 as long as the individual remains a service provider through the vesting date. 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.

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