

Bjornholt James Eric
Form 4
August 15, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bjornholt James Eric

(Last) (First) (Middle)

C/O MICROCHIP TECHNOLOGY
INCORPORATED, 2355 WEST
CHANDLER BOULEVARD

(Street)

CHANDLER, AZ 85224-6199

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MICROCHIP TECHNOLOGY INC
[MCHP]

3. Date of Earliest Transaction
(Month/Day/Year)

08/14/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
VP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/15/2018		M		2,710	A	\$ 82.34	22,271	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2018		F		1,048	D	\$ 82.34	21,223	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2018		M		81	A	\$ 82.34	21,304	I	Shares held Indirectly, by Trust.

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Common Stock	08/15/2018	F	36	D	\$ 82.34	21,268	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2018	M	108	A	\$ 82.34	21,376	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2018	F	48	D	\$ 82.34	21,329	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2018	M	1,773	A	\$ 82.34	23,101	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2018	F	773	D	\$ 82.34	22,328	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2018	M	214	A	\$ 82.34	22,542	I	Shares held Indirectly, by Trust.
Common Stock	08/15/2018	F	94	D	\$ 82.34	22,448	I	Shares held Indirectly, by Trust.

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)	8. De
				Code	V	(A)	(D)	
Restricted Stock Units	(1)	08/14/2018		A		333	(2) (2)	Common Stock 333
Restricted Stock	\$ 82.34	08/15/2018		M		2,710	(3) (3)	Common Stock 2,710

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Units

Restricted Stock Units	\$ 82.34	08/15/2018	M	81	<u>(3)</u>	<u>(3)</u>	Common Stock	81
Restricted Stock Units	\$ 82.34	08/15/2018	M	108	<u>(3)</u>	<u>(3)</u>	Common Stock	108
Restricted Stock Units	\$ 82.34	08/15/2018	M	1,773	<u>(4)</u>	<u>(4)</u>	Common Stock	21,276
Restricted Stock Units	\$ 82.34	08/15/2018	M	214	<u>(3)</u>	<u>(3)</u>	Common Stock	214

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bjornholt James Eric C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199			VP and CFO	

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

08/15/2018

____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) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.
- (2) The restricted stock units will vest in full on August 15, 2019 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
- (3) The restricted stock units will vest in full on August 15, 2018 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
- (4) The restricted stock units vest in twelve equal quarterly installments beginning November 15, 2017 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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