#### Edgar Filing: LITTLE MITCHELL R - Form 4

| LITTLE MIT                                                                 | CHELL R                                                                    |                                         |                          |                                                       |                          |                |                                                            |                                                                               |                           |                         |  |
|----------------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------|--------------------------|-------------------------------------------------------|--------------------------|----------------|------------------------------------------------------------|-------------------------------------------------------------------------------|---------------------------|-------------------------|--|
| Form 4                                                                     |                                                                            |                                         |                          |                                                       |                          |                |                                                            |                                                                               |                           |                         |  |
| April 17, 2007                                                             |                                                                            |                                         |                          |                                                       |                          |                |                                                            |                                                                               |                           |                         |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION                    |                                                                            |                                         |                          |                                                       |                          |                |                                                            | PPROVAL                                                                       |                           |                         |  |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION<br>Washington, D.C. 20549 |                                                                            |                                         |                          |                                                       |                          | OMB<br>Number: | 3235-0287                                                  |                                                                               |                           |                         |  |
| Check this                                                                 |                                                                            |                                         | v v u S                  | inigton, i                                            | 0.0.200                  |                |                                                            |                                                                               | Expires:                  | January 31,             |  |
| if no longe<br>subject to                                                  | if no longer<br>subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF |                                         |                          |                                                       |                          |                |                                                            | ·                                                                             | 2005                      |                         |  |
| Section 16                                                                 | <b>.</b>                                                                   | SECURITIES                              |                          |                                                       |                          |                |                                                            |                                                                               | Estimated a<br>burden hou | •                       |  |
| Form 4 or                                                                  |                                                                            |                                         |                          |                                                       |                          |                |                                                            |                                                                               | response                  |                         |  |
| Form 5                                                                     | · ·                                                                        |                                         |                          |                                                       |                          |                |                                                            | ge Act of 1934,                                                               |                           |                         |  |
| obligation<br>may contin                                                   |                                                                            |                                         |                          | •                                                     | · ·                      |                |                                                            | f 1935 or Sectio                                                              | n                         |                         |  |
| See Instruc                                                                |                                                                            | 30(h)                                   | of the Inv               | vestment (                                            | Company                  | Act of         | of 194                                                     | 40                                                                            |                           |                         |  |
| 1(b).                                                                      |                                                                            |                                         |                          |                                                       |                          |                |                                                            |                                                                               |                           |                         |  |
| (Print or Type Ro                                                          | esponses)                                                                  |                                         |                          |                                                       |                          |                |                                                            |                                                                               |                           |                         |  |
| (i int of Type it                                                          | esponses                                                                   |                                         |                          |                                                       |                          |                |                                                            |                                                                               |                           |                         |  |
| LITTLE MITCHELL R Symbo                                                    |                                                                            |                                         | 2. Issuer                | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol |                          |                |                                                            | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable) |                           |                         |  |
|                                                                            |                                                                            |                                         | Symbol                   |                                                       |                          |                |                                                            |                                                                               |                           |                         |  |
|                                                                            |                                                                            |                                         | MICROCHIP TECHNOLOGY INC |                                                       |                          |                | INC                                                        |                                                                               |                           |                         |  |
|                                                                            |                                                                            |                                         | [MCHP]                   |                                                       |                          |                |                                                            | (Cheo                                                                         | ck all applicable         | 5)                      |  |
| (Last)                                                                     | (First)                                                                    | (Middle)                                | 3. Date of               | Earliest Tra                                          | nsaction                 |                |                                                            | Director                                                                      |                           | b Owner                 |  |
| (Month/D                                                                   |                                                                            |                                         |                          | onth/Day/Year)                                        |                          |                | XOfficer (give titleOther (specify below) below)           |                                                                               |                           |                         |  |
| C/O MICROCHIP TECHNOLOGY 04/16/20                                          |                                                                            |                                         |                          | 2007                                                  |                          |                | VP, WW Sales and Appns.                                    |                                                                               |                           |                         |  |
|                                                                            | ATED, 2355 V                                                               |                                         |                          |                                                       |                          |                |                                                            |                                                                               |                           |                         |  |
| CHANDLER                                                                   | R BOULEVAI                                                                 | КD                                      |                          |                                                       |                          |                |                                                            |                                                                               |                           |                         |  |
|                                                                            |                                                                            |                                         |                          | Amendment, Date Original                              |                          |                | 6. Individual or Joint/Group Filing(Check                  |                                                                               |                           |                         |  |
| Filed(Mont                                                                 |                                                                            |                                         |                          | Month/Day/Year)                                       |                          |                | Applicable Line)<br>_X_ Form filed by One Reporting Person |                                                                               |                           |                         |  |
| CHANDI FR                                                                  | R, AZ 85224-6                                                              | 5199                                    |                          |                                                       |                          |                |                                                            | Form filed by N                                                               |                           |                         |  |
| CIMUDELI                                                                   | <b>(</b> , <b>112</b> 0522 <b>+</b> -(                                     | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |                          |                                                       |                          |                |                                                            | Person                                                                        |                           |                         |  |
| (City)                                                                     | (State)                                                                    | (Zip)                                   | Table                    | e I - Non-De                                          | erivative S              | ecuriti        | es Acq                                                     | quired, Disposed o                                                            | f, or Beneficia           | lly Owned               |  |
| 1.Title of                                                                 | 2. Transaction I                                                           |                                         |                          | 3.                                                    | 4. Securit               |                |                                                            | 5. Amount of                                                                  | 6. Ownership              | 7. Nature of            |  |
| Security                                                                   | (Month/Day/Ye                                                              |                                         | on Date, if              |                                                       |                          |                |                                                            | Securities                                                                    | Form: Direct              |                         |  |
| (Instr. 3)                                                                 |                                                                            | any<br>(Month/                          | Day/Year)                | Code<br>(Instr. 8)                                    | Disposed<br>(Instr. 3, 4 |                | )                                                          | Beneficially<br>Owned                                                         | (D) or<br>Indirect (I)    | Beneficial<br>Ownership |  |
|                                                                            |                                                                            | (Wollday                                | Duyricury                | (Instr. 0)                                            | (1150.5,                 | r und D        | )                                                          | Following                                                                     | (Instr. 4)                | (Instr. 4)              |  |
|                                                                            |                                                                            |                                         |                          |                                                       |                          | (A)            |                                                            | Reported                                                                      |                           |                         |  |
|                                                                            |                                                                            |                                         |                          |                                                       |                          | or             |                                                            | Transaction(s)<br>(Instr. 3 and 4)                                            |                           |                         |  |
| G                                                                          |                                                                            |                                         |                          | Code V                                                | Amount                   | (D)            | Price                                                      | (insu: 5 and 1)                                                               |                           |                         |  |
| Common                                                                     |                                                                            |                                         |                          |                                                       |                          |                |                                                            | 5,779                                                                         | D                         |                         |  |
| Stock                                                                      |                                                                            |                                         |                          |                                                       |                          |                |                                                            |                                                                               |                           |                         |  |
| Reminder: Repo                                                             | rt on a separate l                                                         | ine for each c                          | ass of secur             | ities benefic                                         | vially owne              | ed direc       | tly 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. Number<br>on f Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exer<br>Expiration I<br>(Month/Day | Date               | 7. Title and A<br>Underlying S<br>(Instr. 3 and | Securities                             | 8. Pr<br>Deriv<br>Secu<br>(Inst |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|---------------------------------------|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------|-------------------------------------------------|----------------------------------------|---------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code V                                | (A) (D)                                                                                                           | Date<br>Exercisable                        | Expiration<br>Date | Title                                           | Amount<br>or<br>Number<br>of<br>Shares |                                 |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>                                                            | 04/16/2007                              |                                                             | А                                     | 4,000                                                                                                             | (2)                                        | (2)                | Common<br>Stock                                 | 4,000                                  | \$                              |

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# **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                                                                                 | Relationships |           |                               |       |  |
|-----------------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|--|
|                                                                                                                       | Director      | 10% Owner | Officer                       | Other |  |
| LITTLE MITCHELL R<br>C/O MICROCHIP TECHNOLOGY INCORPORATED<br>2355 WEST CHANDLER BOULEVARD<br>CHANDLER, AZ 85224-6199 |               |           | VP, WW<br>Sales and<br>Appns. |       |  |
| Cianaturaa                                                                                                            |               |           |                               |       |  |

### Signatures

| Deborah L. Wussler, as          | 04/17/2007 |
|---------------------------------|------------|
| Attorney-in-Fact                | 04/17/2007 |
| **Signature of Reporting Person | Date       |

\*\*Signature of Reporting Person

## **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.

The restricted stock units will vest in full on the first business day of the month following the fourth anniversary of the date of grant as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for gross

(2) margin and operating income in the quarter ended June 30, 2007 as determined in accordance with generally accepted accounting principles.

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.