MICROCHIP TECHNOLOGY INC

Form 4 April 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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Check this box

Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * SIMONCIC RICHARD J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MICROCHIP TECHNOLOGY INC [MCHP]

(Check all applicable)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year) 04/01/2008

X_ Officer (give title below)

Director

Other (specify VP, Analog and Intrfc Prod Div

C/O MICROCHIP TECHNOLOGY **INCORPORATED, 2355 WEST** CHANDLER BOULEVARD

(First)

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHANDLER, AZ 85224-6199

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect

(I)

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

10% Owner

(A)

Reported Transaction(s) (Instr. 3 and 4)

Held Directly

Common Stock

 $76,995 \frac{(1)}{(2)} \frac{(2)}{I}$

and Indirectly by Trust, and

wife and mother-in-law

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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. Transacti Code (Instr. 8)	ansaction Derivative Expirede Securities (Mor		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	
Restricted Stock Units	(3)	04/01/2008		A	91	<u>(4)</u>	<u>(4)</u>	Common Stock	91	\$
Restricted Stock Units	(3)	04/01/2008		A	3,434	(5)	<u>(5)</u>	Common Stock	3,434	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SIMONCIC RICHARD J C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199

VP, Analog and Intrfc Prod Div

Signatures

Deborah L. Wussler, as Attorney-in-Fact 04/03/2008

**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) On 3/20/08, the Reporting Person transferred ownership of 693 shares from Direct holding to Indirect holding, by Trust.
- Of the 76,995 shares held, 5,901 shares were held Directly; 70,869 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (3) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.

Reporting Owners 2

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- (4) The restricted stock units will vest 50% on 11/1/09 and 50% on 2/1/10 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating income in the six month period ending September 30, 2008.
- The restricted stock units will vest in full on the fourth anniversary of the first business day of the month following the date of grant as (5) long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating income in the six month period ending September 30, 2008.

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.