MOORTHY GANESH

Form 4

February 16, 2011

FORM 4

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

OMB Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 January 31, Expires: 2005

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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

Estimated average

See Instruction

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).

(Print or Type Re

| (Print or Type Res | sponses) | | | | | |
|--|-------------|------|---|---|--|--|
| 1. Name and Address of Reporting Person * MOORTHY GANESH | | | 2. Issuer Name and Ticker or Trading Symbol MICROCHIP TECHNOLOGY INC [MCHP] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| (Last) C/O MICROCINCORPORA CHANDLER | TED, 2355 V | WEST | 3. Date of Earliest Transaction (Month/Day/Year) 02/15/2011 | Director 10% Owner _X_ Officer (give title Other (specify below) Exec. VP & COO | | |
| | (Street) | | 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 | | |
| CHANDLER, AZ 85224-6199 | | | | Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative | Secu | rities Acq | uired, Disposed | of, or Beneficia | ally 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. Securi or(A) or Di (Instr. 3, | ispose | d of (D) | 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 | 02/15/2011 | | M | 1,031 | A | \$ 37.88 | 54,584 (1) | I | Held Directly and Indirectty, by Trust. (1) |
| Common Stock | 02/15/2011 | | F | 310 | D | \$ 37.88 | 54,274 (2) | I | Held Directly and Indirectly, by Trust. (2) |

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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. Pr Deriv Secu (Instr |
|---|---|---|---|---|---------|--|--------------------|---|--|----------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | \$ 37.88 | 02/15/2011 | | M | 1,031 | (3) | (3) | Common Stock | 8,255 | \$ |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Exec. VP & COO

MOORTHY GANESH C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199

Signatures

Deborah L. Wussler, as Attorney-in-Fact

**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 54,584 shares held, 12,186 shares were held Directly; 42,398 shares were held by Trust.
- (2) Of the 54,274 shares held, 12,186 shares were held Directly; 42,088 shares were held by Trust.
- (3) 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.

Reporting Owners 2

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