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LAMBERT DAVID S

Form 4 October 29, 2002

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and A	Address of Repor			me and Tic		'MCHP''	6. Relationship of Reporting Person(s)			
Lambert, Da	vid S.							to		k all applicable)
(Last c/o Microchij 2355 W. Cha	of Reporting Person, if an entity (voluntary)					2002	_ Director			
							Individual or Joint/Group Filing			
Chandler, A2	(Street) Z 85224-6199						Date of	of Original ((th/Day/Year)	Check Applic Form filed be	able Line) y One Reporting y More than One
(Ci	ity) (State) (Z	Zip)	Т	able	I Non-D)eriva	tive Secur	ities Acquired, Dispos	ed of, or Ben	eficially Owned
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction Code (Instr. 8		4. Securities or Dispose (Instr. 3, 4) Amount	d of (I & 5)		5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	10/28/2002	10/28/2002	M		40,000	or (D)	\$2.107	(Instr. 3 & 4)	(Ilisu: 4)	
Stock	10/20/2002	10/20/2002	141		40,000	2.	Ψ2.107			
Common Stock	10/28/2002	10/28/2002	S		40,000	D	\$24.085			
Common Stock	10/28/2002	10/28/2002	G		500	D	\$23.37			
Common Stock	10/28/2002	10/28/2002	G		11,000	D	\$23.37	1,00	1 00	By son
								1,00	00 I	By daughter
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								1,00	00 I	By daughter
								290,26	59 D	

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

			_	_									_
2. Conver-	3. Trans-	3A.	4.		5. Number of		6. Date Exercisable		7. Title and Amount of		8. Price of	9. Number of	10
sion or	action Date	Deemed	Trans-	-	Derivative		and Expiration		Underlying Securities		Derivative	Derivative	O
Exercise		Execution	action		Securiti	es	Date		(Instr. 3 & 4)		Security	Securities	sh
Price of	(Month/	Date,	Code		Acquire	ed (A)	(Month/Day/				(Instr. 5)	Beneficially	Fo
	•	if any		or Disposed of			Year)					Owned	of
Security Year)		(Month/ (Instr.			(D)							Following	at
		,	8)									Reported	Se
		Year)			(Instr. 3	, 4 &						Transaction(s)	D
					5)							(Instr. 4)	$(\Gamma$
			Code	V	(A)	(D)	Date	Expira-	Title	Amount			or
)	. ,	Exer-cisable	tion		or			In
								Date		Number			(I)
										of			(I
										Shares			
\$24.04	10/25/2002	10/25/2002	A		26,000		(1)	10/25/2012	Common Stock	26,000		26,000	ī
					,							,	
\$2.107	10/28/2002	10/28/2002	M			40,000	9/20/1994	9/20/2004	Common Stock	40,000		114,484	Т
						,						, -	
	sion or Exercise Price of Derivative Security	sion or Exercise Price of (Month/ Day/ Year) \$24.04 10/25/2002	sion or Exercise Price of (Month/ Date, if any Year) \$24.04 10/25/2002 10/25/2002	sion or action Date Deemed Trans- Exercise Execution Date, Code Derivative Security Year) (Month/ Day/ Year) Code Code	sion or Exercise Price of (Month/ Date, If any Year) \$24.04 10/25/2002 10/25/2002 A Security Action Date Execution Date, If any (Month/ Day/ Year) (Instr. Security Year) Code Code	sion or Exercise Price of Oberivative Security Security Acquire or Day/ Fear) Month/ Day/ Year) Security Code Acquire or Disposite (Month/ Day/ Year) Security (Month/ Day/ Year) Code V (A) Securition Acquire or Disposite (Instr. 3) (Instr. 3) Code V (A)	sion or Exercise Price of Oberivative Day/ Pear) Security Action Date Execution Date, If any (Month/ Day/ Year) Security Acquired (A) or Disposed of (Instr. (D) (Instr. 3, 4 & 5) Code V (A) (D) \$24.04 10/25/2002 10/25/2002 A 26,000	sion or Exercise Price of (Month/ Day/ Year) Security Action Date Execution Date, if any (Month/ Day/ Year) Security Security Acquired (A) (Month/Day/ or Disposed of Year) (Instr. 3, 4 & 5) Code V (A) (D) Date Exer-cisable \$24.04 10/25/2002 10/25/2002 A 26,000 (1)	sion or Exercise Price of Obay/ Day/ Year) Security Action Date Execution Date Execution Date, or Disposed of Day/ Year) Code V (A) (D) Date Exercisable Exercisable Security Security Action Date Execution Date (Month/Day/ or Disposed of Securities) (Instr. 3, 4 & 5) Code V (A) (D) Date Exercisable Expiration Date (Month/Day/ or Disposed of Securities) (Instr. 3, 4 & 5) Code V (A) (D) Date Exercisable Exercisable Expiration Date (Month/Day/ or Disposed of Securities) (Instr. 3, 4 & 5) Code V (A) (D) Date Exercisable Expiration Date (Month/Day/ Or Disposed of Securities) (Instr. 3, 4 & 5) Code V (A) (D) Date Exercisable Exercisable Expiration Date (Month/Day/ Or Disposed of Securities) (Instr. 3, 4 & 5)	sion or Exercise Price of Operivative Security Normalized Price of Execution Date, if any Year) Security Securities Code Acquired (A) or Disposed of Year) Code V (A) (D) Date Exercisable Securities Acquired (A) (Month/Day/Or Disposed of Year) Code V (A) (D) Date Exercisable Exercise Price of (Month/Day/Or Disposed of Year) Code V (A) (D) Date Exercisable Expiration Date (Instr. 3 & 4) Code V (A) (D) Date Exercisable Exercisable Securities Acquired (A) (Month/Day/Or Disposed of Year) Code V (A) (D) Date Exercisable Expiration Date Trans-action Date (Instr. 3 & 4) Code V (A) (D) Date Exercisable Expiration Date Title Title 10/25/2012 Common Stock	sion or Exercise Price of Derivative Security North Payl Pear Price of Date Securities (Instr. 3 & 4) North Payl Pear Price of Date Securities (Instr. 3 & 4) North Payl Pear Price of Date Securities (Instr. 3 & 4) North Payl Pear Price of Date Securities (Instr. 3 & 4) North Payl Pear Price of Date Securities (Instr. 3 & 4) North Payl Pear Price of Date Securities (Instr. 3 & 4) North Payl Pear Price of Date Securities (Instr. 3 & 4) North Payl Pear Price of Date Securities (Instr. 3 & 4) North Payl Pear Price of Date Securities (Instr. 3 & 4) North Payl Pear Price of Date Securities (Instr. 3 & 4) North Payl Pear Price of Date Securities (Instr. 3 & 4) North Payl Pear Price of Date Securities (Instr. 3 & 4) North Payl Pear Price of Securiti	Sion or Exercise Price of Detrivative Security Near) Action Date Execution Date Execution Date, if any Year) Code Instr. 8) Code V (A) (D) Date Exercisable Exercisable Security Price of Derivative Security Code V (A) (D) Date Exercisable Securition Date (Instr. 3 & 4) Code V (A) (D) Date Exercisable Security Code	sion or Exercise Exercise Price of Derivative Security Pear) Acquired (A) or Disposed of Older (Instr. 3, 4 & 5) Code V (A) (D) Date Exercisable Exercisable Security Securities Acquired (A) or Disposed of Older (Instr. 3, 4 & 5) Code V (A) (D) Date Exercisable Security Securities Acquired (A) or Disposed of Older (Instr. 3, 4 & 5) Code V (A) (D) Date Exercisable Exercisable Securities Acquired (A) or Disposed of Older (Instr. 3, 4 & 5) Code V (A) (D) Date Exercisable Exercisable Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) Securities Security Code V (A) (D) Date Exercisable Exercisable Securities Securitie

Explanation of Responses:

(1) The option vests in 24 equal month installments beginning on October 25, 2003.

By: /s/ David S. Lambert

10/29/2002

Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).