

MICROCHIP TECHNOLOGY INC

Form 4/A

April 13, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PARNELL GORDON W

(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)
05/17/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/03/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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	05/17/2005		G		1,300	D	\$ 30	10,463 <u>(1)</u>	I	Held by Trust <u>(1)</u>
Common Stock	08/03/2005		M		12,190	A	\$ 8.963	22,653 <u>(2)</u>	I	Held Directly and Indirectly, by Trust <u>(2)</u>
Common Stock	08/02/2005		M		8,000	A	\$ 10.037	30,653 <u>(3)</u>	I	Held Directly and

Common Stock	08/02/2005	M	1 ⁽⁴⁾	A	\$ 5.778	30,654 ⁽⁵⁾ ⁽⁶⁾	I	Indirectly, by Trust ⁽³⁾
Common Stock	08/02/2005	S	20,191 ⁽⁷⁾	D	\$ 31.02	10,463 ⁽⁸⁾	I	Held Directly and Indirectly, by Trust ⁽⁵⁾
Common Stock	08/02/2005	S	20,191 ⁽⁷⁾	D	\$ 31.02	10,463 ⁽⁸⁾	I	Held by Trust

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 8.963	08/02/2005		M	12,190	07/01/2001 04/17/2007	Common Stock 12,190
Common Stock Option (Right to Buy)	\$ 10.037	08/02/2005		M	8,000	04/14/2000 04/14/2009	Common Stock 8,000
Common Stock Option (Right to Buy)	\$ 5.778	08/02/2005		M	1 ⁽⁴⁾	10/09/1999 10/09/2008	Common Stock 1

Reporting Owners

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

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

04/13/2006

__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 July 22, 2005, the Reporting Person transferred ownership of 682 shares from Direct holding to Indirect holding, by Trust.
- (2) Of the 22,653 shares held, 12,190 shares were held Directly; 10,463 shares were held by Trust.
- (3) Of the 30,653 shares held, 20,190 shares were held Directly; 10,463 shares were held by Trust.
- (4) This amended Form 4 is filed to reflect the option exercise of 1 additional share, not included on the original form.
- (5) Of the 30,654 shares held, 20,191 shares were held Directly; 10,463 shares were held by Trust.
- (6) This amended Form 4 is filed to accurately reflect the number of shares held on this line item, which was originally reported as 30,653 and should have been 30,654.
- (7) This amended Form 4 is filed to reflect the correct number of shares sold. Shares sold were originally reported as 20,190, and should have been reported as 20,191.
- (8) This amended Form 4 is filed to reflect the correct number of shares held at the end of the period, which was transposed in the prior filing. All subsequent reports filed after this date are deemed to include the modification herein.

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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