#### MICROCHIP TECHNOLOGY INC

Form 4

February 28, 2008

## FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to

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

January 31, Expires: 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

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

burden hours per response... 0.5

See Instruction

may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PARNELL GORDON W Issuer Symbol MICROCHIP TECHNOLOGY INC (Check all applicable) [MCHP] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) C/O MICROCHIP TECHNOLOGY 02/26/2008 VP and CFO

**INCORPORATED, 2355 WEST** CHANDLER BOULEVARD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

CHANDLER, AZ 85224-6199

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acqui	ired, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	ed of	` ′	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	02/26/2008		M	23,200	A	\$ 23.389	38,734 (3)	I	Held Directly and Indirectly by Trust (3)
Common Stock	02/26/2008		M	9,000	A	\$ 24.861	15,534 (1) (2)	I	Held Directly and Indirectly by Trust (1)

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								(2)
Common Stock	02/26/2008	S	100	D	\$ 32.68	38,634 <u>(4)</u>	I	Held Directly and Indirectly by Trust (4)
Common Stock	02/26/2008	S	3,300	D	\$ 32.66	35,334 <u>(5)</u>	I	Held Directly and Indirectly by Trust (5)
Common Stock	02/26/2008	S	3,100	D	\$ 32.63	32,234 <u>(6)</u>	I	Held Directly and Indirectly by Trust (6)
Common Stock	02/26/2008	S	500	D	\$ 32.61	31,734 (7)	I	Held Directly and Indirectly by Trust (7)
Common Stock	02/26/2008	S	10,200	D	\$ 32.6	21,534 (8)	I	Held Directly and Indirectly by Trust (8)
Common Stock	02/26/2008	S	5,000	D	\$ 32.58	16,534 <u>(9)</u>	I	Held Directly and Indirectly by Trust (9)
Common Stock	02/26/2008	S	10,000	D	\$ 32.59	6,534	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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	Derivative Security				(D)	isposed of r. 3, 4, 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 24.861	02/26/2008	M			9,000	03/31/2001	06/01/2010	Common Stock	9,000
Common Stock Option (Right to Buy)	\$ 23.389	02/26/2008	M			23,200	07/01/2004	04/14/2010	Common Stock	23,200

### **Reporting Owners**

CHANDLER, AZ 85224-6199

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PARNELL GORDON W							
C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOLLEVARD			VP and CFO				

## **Signatures**

Deborah L. Wussler, Attorney-in-Fact 02/28/2008

\*\*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 10/1/07, the Reporting Person transferred ownership of 116 shares from Direct holding to Indirect holding, by Trust.
- (2) Of the 15,534 shares held, 9,000 shares were held Directly; 6,534 shares were held by Trust.
- (3) Of the 38,734 shares held, 32,200 shares were held Directly; 6,534 shares were held by Trust.
- (4) Of the 38,634 shares held, 32,100 shares were held Directly; 6,534 shares were held by Trust.
- (5) Of the 35,334 shares held, 28,800 shares were held Directly; 6,534 shares were held by Trust.
- (6) Of the 32,234 shares held, 25,700 shares were held Directly; 6,534 shares were held by Trust.
- (7) Of the 31,734 shares held, 25,200 shares were held Directly; 6,534 shares were held by Trust.
- (8) Of the 21,534 shares held, 15,000 shares were held Directly; 6,534 shares were held by Trust.
- (9) Of the 16,534 shares held, 10,000 shares were held Directly; 6,534 shares were held by Trust.

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 3

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