

LITTLE MITCHELL R

Form 4/A

February 19, 2019

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LITTLE MITCHELL R**

(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)

**02/15/2019**

4. If Amendment, Date Original  
 Filed(Month/Day/Year)  
**02/19/2019**

5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**VP, WW Sales and Appns.**

6. Individual or Joint/Group Filing(Check  
 Applicable Line)  
☒ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/15/2019		M		4,257 A \$ 91.1	11,950	D
Common Stock	02/15/2019		F		1,304 D \$ 91.1	10,646	D
Common Stock	02/15/2019		M		2,426 A \$ 91.1	13,072	D
Common Stock	02/15/2019		F		715 D \$ 91.1	12,357	D
	02/15/2019		M		135 A	12,492	D

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Common Stock					\$ 91.1		
Common Stock	02/15/2019	F	40	D	\$ 91.1	12,452	D
Common Stock	02/15/2019	M	220	A	\$ 91.1	12,672	D
Common Stock	02/15/2019	F	65	D	\$ 91.1	12,607	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 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)	8. Put or Call (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 91.1	02/15/2019		M	4,257	(1) (1)	Common Stock	4,257
Restricted Stock Units	\$ 91.1	02/15/2019		M	2,426	(2) (2)	Common Stock	29,115
Restricted Stock Units	\$ 91.1	02/15/2019		M	135	(3) (3)	Common Stock	135
Restricted Stock Units	\$ 91.1	02/15/2019		M	220	(4) (4)	Common Stock	220

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

LITTLE MITCHELL R  
C/O MICROCHIP TECHNOLOGY INCORPORATED  
2355 WEST CHANDLER BOULEVARD  
CHANDLER, AZ 85224-6199

VP, WW  
Sales and  
Appns.

## Signatures

Deborah L. Wussler, as  
Attorney-in-Fact

02/19/2019

\_\_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) The restricted stock units will vest in full on February 15, 2019 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expenses in the quarter ended March 31, 2015. Vested shares will be delivered to the reporting person upon vest.

(2) The restricted stock units vest in twelve equal quarterly installments beginning November 15, 2017 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

(3) The restricted stock units will vest in full on February 15, 2019 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended March 31, 2016. Vested shares will be delivered to the reporting person upon vest.

(4) The restricted stock units will vest in full on February 15, 2019 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended March 31, 2017. 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.

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