

MICROCHIP TECHNOLOGY INC  
 Form 4/A  
 April 13, 2006

**FORM 4**

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

OMB APPROVAL

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

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 \*  
**PARNELL GORDON W**

2. Issuer Name and Ticker or Trading Symbol  
**MICROCHIP TECHNOLOGY INC [MCHP]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/17/2005**

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
**VP and CFO**

(Street)  
**CHANDLER, AZ 85224-6199**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 or Disposed of (A) (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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/17/2005		G	1,300 D \$ 30	10,463 <sup>(1)</sup>	I	Held by Trust <sup>(1)</sup>
Common Stock	08/03/2005		M	12,190 A \$ 8.963	22,653 <sup>(2)</sup>	I	Held Directly and Indirectly, by Trust <sup>(2)</sup>
Common Stock	08/02/2005		M	8,000 A \$ 10.037	30,653 <sup>(3)</sup>	I	Held Directly and

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

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)		
				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 <sup>(4)</sup>	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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