

Bjornholt James Eric  
 Form 4  
 February 02, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Bjornholt James Eric

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/01/2011

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

C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD

(Street)

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

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

CHANDLER, AZ 85224-6199

(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 (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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/01/2011		M	77	A	\$ 37.19	9,030	D
Common Stock	02/01/2011		F	24	D	\$ 37.19	9,006	D
Common Stock	02/01/2011		M	337	A	\$ 37.19	9,343	D
Common Stock	02/01/2011		F	118	D	\$ 37.19	9,225	D
	02/01/2011		M	3,500	A	\$ 37.19	12,725	D

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Common Stock							
Common Stock	02/01/2011	F	1,164	D	\$ 37.19	11,561	D
Common Stock	02/02/2011	M	1,172	A	\$ 26.14	12,733	D
Common Stock	02/02/2011	M	3,000	A	\$ 27.05	15,733	D
Common Stock	02/02/2011	M	1,500	A	\$ 27.05	17,233	D
Common Stock	02/02/2011	S	5,672	D	\$ 37.219	11,561	D

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
Restricted Stock Units	\$ 37.19	02/01/2011		M	337	<u>(1)</u> <u>(1)</u>	Common Stock 1,354
Restricted Stock Units	\$ 37.19	02/01/2011		M	77	<u>(2)</u> <u>(2)</u>	Common Stock 615
Restricted Stock Units	\$ 37.19	02/01/2011		M	3,500	<u>(3)</u> <u>(3)</u>	Common Stock 3,500
Common Stock Option	\$ 26.14	02/02/2011		M	1,172	10/09/2004 10/09/2013	Common Stock 1,172

