

MICROCHIP TECHNOLOGY INC  
 Form 4  
 February 24, 2015

**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 \*  
**SANGHI STEVE**  
  
 (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)  
**02/20/2015**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President, CEO, Chairman

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 Indirect Ownership (Instr. 4) |                            |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|----------------------------|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |                            |  |
| Common Stock                    | 02/20/2015                           |  | S                              |   | 25,112  | D  | \$ 50.67                                   | 4,855,638 <sup>(1)</sup> I | Shares held Indirectly, by Trust and by Family Partnership. <sup>(1)</sup> |
| Common Stock                    | 02/20/2015                           |  | S                              |   | 50,000  | D  | \$ 50.81                                   | 4,805,638 <sup>(2)</sup> I | Shares held Indirectly, by Trust and by Family                             |

|              |            |   |        |   |          |                          |   |   |
|--------------|------------|---|--------|---|----------|--------------------------|---|---|
| Common Stock | 02/24/2015 | S | 34,010 | D | \$ 51.17 | 4,771,628 <sup>(3)</sup> | I | Partnership.<br><u>(2)</u>  |
| Common Stock | 02/24/2015 | S | 7,250  | D | \$ 51.29 | 4,764,378 <sup>(4)</sup> | I | Shares held Indirectly, by Trust and by Family Partnership.<br><u>(3)</u> |
| Common Stock | 02/24/2015 | S | 34,000 | D | \$ 51.17 | 4,730,378 <sup>(5)</sup> | I | Shares held Indirectly, by Trust and by Family Partnership.<br><u>(4)</u> |
| Common Stock | 02/24/2015 | S | 34,000 | D | \$ 51.17 | 4,730,378 <sup>(5)</sup> | I | Shares held Indirectly, by Trust and by Family Partnership.<br><u>(5)</u> |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

SANGHI STEVE  
C/O MICROCHIP TECHNOLOGY INCORPORATED    X    President, CEO, Chairman  
2355 WEST CHANDLER BOULEVARD  
CHANDLER, AZ 85224-6199

## Signatures

Deborah L. Wussler, as    02/24/2015  
Attorney-in-Fact

\_\_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) Of the 4,855,638 shares held, 1,818,702 shares were held by The Sanghi Trust; and 3,036,936 shares were held by The Sanghi Family Limited Partnership..
- (2) Of the 4,805,638 shares held, 1,818,702 shares were held by The Sanghi Trust; and 2,986,936 shares were held by The Sanghi Family Limited Partnership..
- (3) Of the 4,771,628 shares held, 1,784,692 shares were held by The Sanghi Trust; and 2,986,936 shares were held by The Sanghi Family Limited Partnership..
- (4) Of the 4,764,378 shares held, 1,777,442 shares were held by The Sanghi Trust; and 2,986,936 shares were held by The Sanghi Family Limited Partnership..
- (5) Of the 4,730,378 shares held, 1,777,442 shares were held by The Sanghi Trust; and 2,952,936 shares were held by The Sanghi Family Limited Partnership..

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.