

SIMONCIC RICHARD J
 Form 4
 January 06, 2010

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 *
 SIMONCIC RICHARD J

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, Analog and Intrfc Prod Div

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/04/2010

(Street)
 CHANDLER, AZ 85224-6199

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) Code V Amount (D) Price | 77,905 <u>(1)</u> | I | Held Directly and Indirectly by Trust and Reporting Person's Wife and Mother-in-Law. <u>(1)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Price or Value of Underlying Securities (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|-----------------|--------------|----------------------------|----|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (2) | 01/04/2010 | | A | | 4,236 | | (3) | (3) | Common Stock | 4,236 | \$ |
| Restricted Stock Units | (2) | 01/04/2010 | | A | | 3,810 | | (4) | (4) | Common Stock | 3,810 | \$ |
| Restricted Stock Units | (2) | 01/04/2010 | | A | | 1,558 | | (5) | (5) | Common Stock | 1,558 | \$ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SIMONCIC RICHARD J
C/O MICROCHIP TECHNOLOGY
INCORPORATED
2355 WEST CHANDLER BOULEVARD
CHANDLER, AZ 85224-6199

VP, Analog and Intrfc Prod
Div

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

01/06/2010

**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 77,905 shares held, 6,125 shares were held Directly; 71,555 shares were held by Trust; and 225 shares were held by Reporting Person's Wife and Mother-in-Law.
- (2) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.
The restricted stock units will vest in full on February 15, 2014 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended March 31, 2010. Vested shares will be delivered to the reporting person upon vest.
- (3) The restricted stock units will vest in eight equal quarterly installments beginning February 15, 2011 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended March 31, 2010. Vested shares will be delivered to the reporting person upon vest.
- (4) The restricted stock units will vest in full on February 15, 2011 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended March 31, 2010. Vested shares will be delivered to the reporting person upon vest.
- (5) The restricted stock units will vest in full on February 15, 2011 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended March 31, 2010. 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. 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.