MOORTHY GANESH

Form 4/A January 07, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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

Symbol

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

MOORTHY GANESH

1. Name and Address of Reporting Person *

NACORITI CIRIZZII			MICROCHIP TECHNOLOGY INC [MCHP]				Y INC	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			Director 10% Owner X Officer (give title Other (specify					
				nth/Day/Year) 5/2012				below) Exec. VP & COO			
	(Street)			endment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Mo: 11/16/2	onth/Day/Year) 2012				Applicable Line) _X_ Form filed by One Reporting Person			
CHANDLE	ER, AZ 85224-61	V-2				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 Da (Month/Day/Year) Execution any	med n Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		C1 1 1 1	
Common Stock	11/15/2012			M	656	A	\$ 29.61	94,176	I	Shares held Indirectly by Trust.	
Common Stock	11/15/2012			F	263	D	\$ 29.61	93,913	I	Shares held Indirectly by Trust.	
Common Stock	11/15/2012			M	1,032	A	\$ 29.61	94,945	I	Shares held Indirectly by Trust.	

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Common Stock	11/15/2012	F	414	D	\$ 29.61	94,531 (1)	I	Shares held Indirectly by Trust.	
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)	

$\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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. Transactic Code (Instr. 8)	5. Number on 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 29.61	11/15/2012		M	656	(2)	(2)	Common Stock	1,312	\$
Restricted Stock Units	\$ 29.61	11/15/2012		M	1,032	(3)	(3)	Common Stock	8,255	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MOORTHY GANESH							
C/O MICROCHIP TECHNOLOGY INCORPORATED			Exec. VP & COO				
2355 WEST CHANDLER BOULEVARD			Exec. VP & COO				
CHANDLER, AZ 85224-6199							

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

**Signature of Reporting Person

Date

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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) This Amended Form 4 is filed to accurately report Reporting Person's holdings at the end of the period. All subsequent reports filed after this date are deemed to include the modification herein.
- (2) The restricted stock units will vest in two equal quarterly installment beginning November 15, 2012 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 eight equal quarterly installments beginning February 15, 2011 as long as the individual remains a service provider through the vesting date. 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.