

MICROCHIP TECHNOLOGY INC
 Form 4
 November 18, 2013

FORM 4

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

OMB APPROVAL

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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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/15/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP, Analog and Intrfc Prod Div

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) Code V Amount (D) Price			Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. (1)
Common Stock	11/15/2013		M	4,898 A \$ 43.61	96,303 (1)	I	
	11/15/2013		F	2,261 D	94,042 (2)	I	

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Common Stock					\$ 43.61			Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <u>(2)</u>
Common Stock	11/15/2013		M	260	A \$ 43.61	94,302 <u>(3)</u>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <u>(3)</u>
Common Stock	11/15/2013		F	120	D \$ 43.61	94,182 <u>(4)</u>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Wife and Mother-in-Law. <u>(4)</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. Pr Deriv Secur (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Restricted Stock Units	\$ 43.61	11/15/2013	M	4,898	(5)	(5)	Common Stock	4,898	\$
Restricted Stock Units	\$ 43.61	11/15/2013	M	260	(6)	(6)	Common Stock	260	\$

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

11/18/2013

__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 96,303 shares held, 7,652 shares were held Directly; 88,426 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (2) Of the 96,042 shares held, 7,652 shares were held Directly; 86,165 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (3) Of the 94,302 shares held, 7,652 shares were held Directly; 86,425 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.
- (4) Of the 94,182 shares held, 7,652 shares were held Directly; 86,305 shares were held by Trust; and 225 shares were held by Reporting Person's wife and mother-in-law.

(5) The restricted stock units will vest in full on November 15, 2013 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 December 31, 2009. Vested shares will be delivered to the reporting person upon vest.

(6) Each performance unit represents a contingent right to receive one share of MCHP common stock. The performance units vest in full upon MCHP achieving quarterly non-GAAP earnings per share of \$0.63 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.