

PARNELL GORDON W
Form 4
April 10, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
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| 1. Name and Address of Reporting Person* Parnell, Gordon W. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol Microchip Technology Incorporated "MCHP" | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President and Chief Financial Officer | | | |
|--|--------------------------------------|--|--|---|---|------------|---|---|--|-----------------------------------|
| c/o Microchip Technology Incorporated 2355 W. Chandler Boulevard | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year 04/09/2003 | | | | | |
| (Street) Chandler, AZ 85224-6199 | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 13,944 | I | By Trust |
| Common Stock | | | | | | | | 565 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of | 3. Transaction Date | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially | 10. Ownership Form | 11. Nature of Indirect or Beneficial Ownership |
|---------------------------------|------------------------------------|---------------------|-----------------------------------|---------------------|------------------------------------|--|--|--|---|--------------------|--|
|---------------------------------|------------------------------------|---------------------|-----------------------------------|---------------------|------------------------------------|--|--|--|---|--------------------|--|

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| (Instr. 3) | Derivative Security | (Month/Day/Year) | if any (Month/Day/Year) | (Instr. 8) | | Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | (Instr. 3 & 4) | | Owned Following Reported Transaction(s) (Instr. 4) | of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | (Instr. 4) | |
|------------------------------------|---------------------|------------------|-------------------------|------------|---|--|-----|-------------------------|------------------|--------------|---|--|------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exer-cisable | Expira-tion Date | Title | | | | Amount or Number of Shares |
| Common Stock Option (Right to Buy) | \$18.48 | 04/09/03 | 04/09/03 | A | | 26,000 | | 03/31/07 ⁽¹⁾ | 4/9/2013 | Common Stock | 26,000 | 26,000 | D | |
| Common Stock Option (Right to Buy) | \$18.48 | 04/09/03 | 04/09/03 | A | | 6,623 | | 04/09/04 ⁽²⁾ | 4/9/2013 | Common Scok | 6,623 | 6,623 | D | |
| Common Stock Option (Right to Buy) | \$18.48 | 04/09/03 | 04/09/03 | A | | 1,104 | | 04/09/04 ⁽³⁾ | 4/9/2013 | Common Scok | 1,104 | 1,104 | D | |

Explanation of Responses:

- (1) The option vests in 12 equal monthly installments commencing 03/31/2007. The option is first exercisable on 03/31/2007.
- (2) The option vests in full on 04/09/2004 and is first exercisable on 04/09/2004.
- (3) The option vests in full on 04/09/2004 and is first exercisable on 04/09/2004.

By: /s/ **Gordon W. Parnell**

04/10/2003

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, See Instruction 6 for procedure.

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