

PARNELL GORDON W  
 Form 4  
 May 05, 2008

**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 \*  
 PARNELL GORDON W

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)  
 05/01/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP and CFO

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/01/2008		M		1,300	A	\$ 38	7,381 <sup>(1)</sup>	I	Held Directly and Indirectly by Trust <sup>(1)</sup>
Common Stock	05/01/2008		F		406	D	\$ 38	6,975 <sup>(2)</sup>	I	Held Directly and Indirectly, by Trust <sup>(2)</sup>

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Common Stock	05/01/2008	M	1,875	A	\$ 38	8,850 <sup>(3)</sup>	I	Held Directly and Indirectly, by Trust <sup>(3)</sup>
Common Stock	05/01/2008	F	586	D	\$ 38	8,264 <sup>(4)</sup>	I	Held Directly and Indirectly, by Trust <sup>(4)</sup>
Common Stock	05/02/2008	M	1,060	A	\$ 21	9,324 <sup>(5)</sup>	I	Held Directly and Indirectly, by Trust <sup>(5)</sup>
Common Stock	05/02/2008	M	4,373	A	\$ 21	13,697 <sup>(6)</sup>	I	Held Directly and Indirectly, by Trust <sup>(6)</sup>
Common Stock	05/02/2008	M	93	A	\$ 18.48	13,790 <sup>(7)</sup>	I	Held Directly and Indirectly, by Trust <sup>(7)</sup>
Common Stock	05/02/2008	M	300	A	\$ 18.48	14,090 <sup>(8)</sup>	I	Held Directly and Indirectly, by Trust <sup>(8)</sup>
Common Stock	05/02/2008	M	2,000	A	\$ 18.48	16,090 <sup>(9)</sup>	I	Held Directly and Indirectly, by Trust <sup>(9)</sup>
Common Stock	05/02/2008	M	1,000	A	\$ 18.48	17,090 <sup>(10)</sup>	I	Held Directly and Indirectly, by Trust <sup>(10)</sup>
Common Stock	05/02/2008	M	2,000	A	\$ 18.48	19,090 <sup>(11)</sup>	I	Held Directly and Indirectly, by Trust <sup>(11)</sup>

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Common Stock	05/02/2008	M	11,000	A	\$ 18.48	30,090 <sup>(12)</sup>	I	Held Directly and Indirectly, by Trust <sup>(12)</sup>
Common Stock	05/02/2008	M	940	A	\$ 18.48	31,030 <sup>(13)</sup>	I	Held Directly and Indirectly, by Trust <sup>(13)</sup>
Common Stock	05/02/2008	S	93	D	\$ 38	30,937 <sup>(14)</sup>	I	Held Directly and Indirectly, by Trust. <sup>(14)</sup>
Common Stock	05/02/2008	S	300	D	\$ 37.9	30,637 <sup>(15)</sup>	I	Held Directly and Indirectly, by Trust <sup>(15)</sup>
Common Stock	05/02/2008	S	2,000	D	\$ 37.6	28,637 <sup>(16)</sup>	I	Held Directly and Indirectly, by Trust <sup>(16)</sup>
Common Stock	05/02/2008	S	1,000	D	\$ 37.55	27,637 <sup>(17)</sup>	I	Held Directly and Indirectly, by Trust <sup>(17)</sup>
Common Stock	05/02/2008	S	2,000	D	\$ 37.65	25,637 <sup>(18)</sup>	I	Held Directly and Indirectly, by Trust <sup>(18)</sup>
Common Stock	05/02/2008	S	2,000	D	\$ 37.5	23,637 <sup>(19)</sup>	I	Held Directly and Indirectly, by Trust

Common Stock	05/02/2008	S	2,000	D	\$ 37.5	21,637 <sup>(20)</sup>	I	<sup>(19)</sup> Held Directly and Indirectly, by Trust <sup>(20)</sup>
Common Stock	05/02/2008	S	5,000	D	\$ 37.5	16,637 <sup>(21)</sup>	I	Held Directly and Indirectly, by Trust <sup>(21)</sup>
Common Stock	05/02/2008	S	2,000	D	\$ 37.5	14,637 <sup>(22)</sup>	I	Held Directly and Indirectly, by Trust <sup>(22)</sup>
Common Stock	05/02/2008	S	2,000	D	\$ 37.55	12,637 <sup>(23)</sup>	I	Held Directly and Indirectly, by Trust <sup>(23)</sup>
Common Stock	05/02/2008	S	2,000	D	\$ 37.6	10,637 <sup>(24)</sup>	I	Held Directly and Indirectly, by Trust <sup>(24)</sup>
Common Stock	05/02/2008	S	2,373	D	\$ 37.6	8,264 <sup>(25)</sup>	I	Held Directly and Indirectly, by Trust <sup>(25)</sup>

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

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 21	05/02/2008		M		1,060		08/01/2003	08/01/2012	Common Stock	5,433
Common Stock Option (Right to Buy)	\$ 21	05/02/2008		M		4,373		08/01/2003	08/01/2012	Common Stock	4,373
Common Stock Option (Right to Buy)	\$ 18.48	05/02/2008		M		93		03/31/2007	04/09/2013	Common Stock	93
Common Stock Option (Right to Buy)	\$ 21	05/02/2008		M		300		03/31/2007	04/09/2013	Common Stock	300
Common Stock Option (Right to Buy)	\$ 21	05/02/2008		M		2,000		03/31/2007	04/09/2013	Common Stock	2,000
Common Stock Option (Right to Buy)	\$ 21	05/02/2008		M		1,000		03/31/2007	04/09/2013	Common Stock	1,000
Common Stock Option (Right to Buy)	\$ 21	05/02/2008		M		2,000		03/31/2007	04/09/2013	Common Stock	2,000
	\$ 21	05/02/2008		M		11,000		03/31/2007	04/09/2013		11,000



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- (12) Of the 30,090 shares held, 24,556 shares were held Directly; 5,534 shares were held by Trust.
- (13) Of the 31,030 shares held, 25,496 shares were held Directly; 5,534 shares were held by Trust.
- (14) Of the 30,937 shares held, 25,403 shares were held Directly; 5,534 shares were held by Trust.
- (15) Of the 30,637 shares held, 25,103 shares were held Directly; 5,534 shares were held by Trust.
- (16) Of the 28,637 shares held, 23,103 shares were held Directly; 5,534 shares were held by Trust.
- (17) Of the 27,637 shares held, 22,103 shares were held Directly; 5,534 shares were held by Trust.
- (18) Of the 25,637 shares held, 20,103 shares were held Directly; 5,534 shares were held by Trust.
- (19) Of the 23,637 shares held, 18,103 shares were held Directly; 5,534 shares were held by Trust.
- (20) Of the 21,637 shares held, 16,103 shares were held Directly; 5,534 shares were held by Trust.
- (21) Of the 16,637 shares held, 11,103 shares were held Directly; 5,534 shares were held by Trust.
- (22) Of the 14,637 shares held, 9,103 shares were held Directly; 5,534 shares were held by Trust.
- (23) Of the 12,637 shares held, 7,103 shares were held Directly; 5,534 shares were held by Trust.
- (24) Of the 10,637 shares held, 5,103 shares were held Directly; 5,534 shares were held by Trust.
- (25) Of the 8,264 shares held, 2,730 shares were held Directly; 5,534 shares were held by Trust.
- (26) The restricted stock units vest in eight equal quarterly installments beginning May 1, 2008. Vested shares will be delivered to the reporting person upon vest.
- (27) The restricted stock units vested in full on the first anniversary of the first business day of the month following the date of grant.

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