

MOORTHY GANESH  
Form 4  
August 15, 2018

**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 \*  
**MOORTHY GANESH**

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)  
**08/14/2018**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**COO**

**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)			
			Code	V	Amount	(D)	Price			
Common Stock	08/15/2018		M		7,677	A	\$ 82.34	253,870	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018		F		3,298	D	\$ 82.34	250,572	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018		M		463	A	\$ 82.34	251,035	I	Shares held Indirectly, by

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Common Stock	08/15/2018	F	199	D	\$ 82.34	250,836	I	Trust.Common Stock Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	M	318	A	\$ 82.34	251,154	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	F	137	D	\$ 82.34	251,017	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	M	5,172	A	\$ 82.34	256,189	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	F	2,222	D	\$ 82.34	253,967	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	M	1,606	A	\$ 82.34	255,573	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	F	690	D	\$ 82.34	254,883	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	M	189	A	\$ 82.34	255,072	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	F	82	D	\$ 82.34	254,990	I	Shares held Indirectly, by Trust.Common Stock

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)

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
Restricted Stock Units	Ⓛ	08/15/2018		A	1,363	(2) (2)	Common Stock 1,363
Restricted Stock Units	\$ 82.34	08/15/2018		M	7,677	(3) (3)	Common Stock 7,677
Restricted Stock Units	\$ 82.34	08/15/2018		M	463	(3) (3)	Common Stock 463
Restricted Stock Units	\$ 82.34	08/15/2018		M	318	(3) (3)	Common Stock 318
Restricted Stock Units	\$ 82.34	08/15/2018		M	5,172	(4) (4)	Common Stock 62,067
Restricted Stock Units	\$ 82.34	08/15/2018		M	1,606	(3) (3)	Common Stock 1,606
Restricted Stock Units	\$ 82.34	08/15/2018		M	189	(3) (3)	Common Stock 189

## Reporting Owners

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

## Signatures

Deborah L. Wussler, as  
Attorney-in-Fact

08/15/2018

\_\_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) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.
- (2) The restricted stock units will vest in full on August 15, 2019 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 full on August 15, 2018 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
- (4) The restricted stock units vest in twelve equal quarterly installments beginning November 15, 2017 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.

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