

HUGO MARTINEZ ALBERT J
 Form 4
 December 03, 2010

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 *
 HUGO MARTINEZ ALBERT 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)
 C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
 12/02/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 CHANDLER, AZ 85224-6199

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

(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	(A) or (D)	Price			
Common Stock	12/02/2010		M		7,500	A	\$ 24.7	38,978	I	Shares held by Trust.
Common Stock	12/02/2010		M		5,000	A	\$ 21	43,978	I	Shares held by Trust.
Common Stock	12/02/2010		M		1,000	A	\$ 22.81	44,978	I	Shares held by Trust.

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Common Stock	12/02/2010		M	3,000	A	\$ 22.81	47,978	I	Shares held by Trust.
Common Stock	12/02/2010		S	1,478	D	\$ 35.2821	46,500	I	Shares held by Trust.
Common Stock	12/02/2010		S	9,000	D	\$ 35.25	37,500	I	Shares held by Trust.
Common Stock	12/02/2010		S	7,500	D	\$ 35.2	30,000	I	Shares held by Trust.

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 24.7	12/02/2010		M	7,500	08/01/2010 08/01/2011	Common Stock	7,500	
Common Stock Option (Right to Buy)	\$ 21	12/02/2010		M	5,000	08/16/2002 08/01/2012	Common Stock	5,000	
Common Stock Option	\$ 22.81	12/02/2010		M	1,000	08/16/2002 08/16/2012	Common Stock	1,000	

(Right to Buy)

Common Stock

Option	\$ 22.81	12/02/2010		M	3,000	08/16/2003	08/16/2012	Common Stock	3,000
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(Right to Buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HUGO MARTINEZ ALBERT J C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199	X
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Signatures

Deborah L. Wussler, as Attorney-in-Fact	12/02/2010
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__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).

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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