

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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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 *
 SANGHI STEVE

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 10% Owner
 Officer (give title below) Other (specify below)
 President, CEO, Chairman

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 | 11/15/2013 | | M | | 27,937 | A | \$ 27.05 | 5,101,789 ⁽¹⁾ I | Shares held Indirectly, by Trust and by Family Limited Partnership ⁽¹⁾ |
| Common Stock | 11/15/2013 | | S | | 27,937 | D | \$ 43.45 | 5,073,852 ⁽²⁾ I | Shares held Indirectly, by Trust and |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|--------------------------|---|---|
| Common Stock | 11/15/2013 | M | 28,570 | A | \$ 43.61 | 5,102,422 ⁽³⁾ | I | by Family Limited Partnership ⁽²⁾ Shares held Indirectly, by Trust and by Family Limited Partnership ⁽³⁾ |
| Common Stock | 11/15/2013 | M | 718 | A | \$ 43.61 | 5,103,140 ⁽⁴⁾ | I | Shares held Indirectly, by Trust and by Family Limited Partnership ⁽⁴⁾ |
| Common Stock | 11/15/2013 | M | 3,500 | A | \$ 43.61 | 5,106,640 ⁽⁵⁾ | I | Shares held Indirectly, by Trust and by Family Limited Partnership ⁽⁵⁾ |
| Common Stock | 11/18/2013 | M | 10,000 | A | \$ 27.05 | 5,116,640 ⁽⁶⁾ | I | Shares held Indirectly, by Trust and by Family Limited Partnership |
| Common Stock | 11/18/2013 | S | 10,000 | D | \$ 43.26 | 5,106,640 ⁽⁷⁾ | I | Shares held Indirectly, by Trust and by Family Limited Partnership ⁽⁸⁾ |
| Common Stock | 11/18/2013 | S | 32,788 | D | \$ 43.43 | 5,073,852 ⁽²⁾ | I | Shares held Indirectly, by Trust and by Family Limited Partnership ⁽²⁾ |

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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Common Stock Option (Right to Buy) | \$ 27.05 | 11/15/2013 | | M | | 27,937 | | 03/31/2008 | 04/01/2014 | Common Stock | 145,000 |
| Restricted Stock Units | \$ 43.61 | 11/15/2013 | | M | | 28,570 | | <u>(9)</u> | <u>(9)</u> | Common Stock | 28,570 |
| Restricted Stock Units | \$ 43.61 | 11/15/2013 | | M | | 718 | | <u>(10)</u> | <u>(10)</u> | Common Stock | 718 |
| Restricted Stock Units | \$ 43.61 | 11/15/2013 | | M | | 3,500 | | <u>(11)</u> | <u>(11)</u> | Common Stock | 14,000 |
| Common Stock Option (Right to Buy) | \$ 27.05 | 11/18/2013 | | M | | 10,000 | | 03/31/2007 | 04/01/2014 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANGHI STEVE C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199 | X | | President, CEO, Chairman | |

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 5,101,789 shares held, 2,064,853 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership..
- (2) Of the 5,073,852 shares held, 2,036,916 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (3) Of the 5,102,422 shares held, 2,065,486 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (4) Of the 5,103,140 shares held, 2,066,204 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (5) Of the 5,106,640 shares held, 2,069,704 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (6) Of the 5,116,640 shares held, 2,079,704 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (7) Of the 5,106,640 shares held, 2,069,704 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (8) Of the 5,095,391 shares held, 2,058,455 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi Family Limited Partnership.
- (9) 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.
- (10) 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.
- (11) The restricted stock units will vest in four equal quarterly installments beginning May 15, 2013, 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.