

MICROCHIP TECHNOLOGY INC
 Form 4
 January 03, 2014

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

3. Date of Earliest Transaction (Month/Day/Year)
 01/02/2014

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

(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	01/02/2014		J ⁽¹⁾⁽²⁾		607,387 <u>(1) (2)</u>	D	\$ 5,029,672 44.17 <u>(3)</u>	I	Shares held Indirectly by Trust and by Family Limited Partnership. <u>(3)</u>
Common Stock	01/02/2014		G ⁽⁴⁾⁽⁵⁾		15,980 <u>(4) (5)</u>	D	\$ 5,029,672 44.17 <u>(3)</u>	I	Shares held Indirectly by Trust and by

Family
Limited
Partnership.
(3)

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
Restricted Stock Units	<u>(6)</u>	01/02/2014		A	21,372	<u>(7)</u> / <u>(7)</u>	Common Stock	21,372

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

01/03/2014

 **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) The Sanghi Trust LP (the "Sanghi Trust") transferred a 10% interest in the Sanghi Family Limited Partnership (the "Sanghi FLP") to each of the CMW FLP Trust and the JSS FLP Trust in exchange for a promissory note equal to the fair market value of the transferred interest

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in the Sanghi FLP with an interest rate equal to the minimum Applicable Federal Rate. The Sanghi FLP is a limited partnership of which the Sanghi LLC (a limited liability company) is the sole general partner. After this transaction, the General Partner holds a 1.89% interest, the Sanghi Family Trust is a 61.63% limited partner, the CMW FLP Trust is a 18.23% limited partner, the JSS FLP Trust is a 18.23% limited partner, and the Sanghi Family Foundation is a 0.02% limited partner of the Sanghi FLP.

The Sanghi Trust is the sole member of the Sanghi LLC, and the reporting person and his wife are the sole trustees of the Sanghi Trust.

- (2) The reporting person's children are the beneficiaries of the CMW FLP Trust and the JSS FLP Trust, and the transfer was made for estate planning purposes, as per the 10b-5 plan filed on September 17, 2013.
- (3) Of the 5,029,672 shares held, 1,992,736 shares were held by the Sanghi Trust; and 3,036,936 shares were held by the Sanghi FLP.

The Sanghi Trust gifted 0.263% of the Sanghi FLP to each of the CMW FLP Trust and the JSS FLP Trust. If the fair market value of the gift is different than \$220,000 each, then the percentage of the Sanghi FLP gifted will be adjusted to reflect a gift amount of \$220,000 each. The exact percentage of the gifted interest will be established by a duly qualified, independent third party appraiser.

- (4) After this transaction, the General Partner holds a 1.89% interest in the Sanghi FLP, the Sanghi Trust hold a 60.104% limited partner interest, the CMW FLP Trust is a 18.493% limited partner, the JSS FLP Trust is a 18.493% limited partner, and the Sanghi Family Foundation is a 0.2% limited partner of the Sanghi FLP.
- (5) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.

The restricted stock units will vest in full on February 15, 2018 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 March 31, 2014. 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.