

DREHOBL STEPHEN V  
 Form 4/A  
 February 19, 2019

**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 \*  
 DREHOBL STEPHEN V

2. Issuer Name and Ticker or Trading Symbol  
 MICROCHIP TECHNOLOGY INC  
 [MCHP]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 VP, MCU8 Division

(Last) (First) (Middle)  
 C/O MICROCHIP TECHNOLOGY  
 INCORPORATED, 2355 WEST  
 CHANDLER BOULEVARD

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/15/2019

(Street)  
 CHANDLER, AZ 85224-6199

4. If Amendment, Date Original  
 Filed(Month/Day/Year)  
 02/19/2019

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code V  | Amount  |  |                                   |
| Common Stock                    | 02/15/2019                           |  | M                              | A   | \$ 4,901 91.1   | D  |                                   |
| Common Stock                    | 02/15/2019                           |  | F                              | D   | \$ 1,452 91.1   | D  |                                   |
| Common Stock                    | 02/15/2019                           |  | M                              | A   | \$ 2,794 91.1   | D  |                                   |
| Common Stock                    | 02/15/2019                           |  | F                              | D   | \$ 798 91.1   | D  |                                   |
|                                 | 02/15/2019                           |  | M                              | A   | 156   | D  |                                   |

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|              |            |   |     |   |         |        |   |
|--------------|------------|---|-----|---|---------|--------|---|
| Common Stock |            |   |     |   | \$ 91.1 |        |   |
| Common Stock | 02/15/2019 | F | 45  | D | \$ 91.1 | 22,729 | D |
| Common Stock | 02/15/2019 | M | 254 | A | \$ 91.1 | 22,983 | D |
| Common Stock | 02/15/2019 | F | 73  | D | \$ 91.1 | 22,910 | D |

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. Pr Deri Secu (Inst |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                 | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 91.1  | 02/15/2019                           |  | M                              | 4,901   | <u>(1)</u>   | <u>(1)</u>  | Common Stock          | 4,901                      |
| Restricted Stock Units                     | \$ 91.1  | 02/15/2019                           |  | M                              | 2,794   | <u>(2)</u>   | <u>(2)</u>  | Common Stock          | 16,764 <u>(3)</u>          |
| Restricted Stock Units                     | \$ 91.1  | 02/15/2019                           |  | M                              | 156   | <u>(4)</u>   | <u>(4)</u>  | Common Stock          | 156                        |
| Restricted Stock Units                     | \$ 91.1  | 02/15/2019                           |  | M                              | 254   | <u>(5)</u>   | <u>(5)</u>  | Common Stock          | 254                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

DREHOBL STEPHEN V  
C/O MICROCHIP TECHNOLOGY INCORPORATED  
2355 WEST CHANDLER BOULEVARD  
CHANDLER, AZ 85224-6199

VP, MCU8 Division

## Signatures

Deborah L. Wussler, as  
Attorney-in-Fact

02/19/2019

\_\_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 restricted stock units will vest in full on February 15, 2019 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expenses in the quarter ended March 31, 2015. Vested shares will be delivered to the reporting person upon vest.

(2) 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.

(3) This Amended Form 4 is filed to accurately report the number of RSU shares remaining after the vest reported herein. All subsequent reports filed after this date are deemed to include the modification herein.

(4) The restricted stock units will vest in full on February 15, 2019 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended March 31, 2016. Vested shares will be delivered to the reporting person upon vest.

(5) The restricted stock units will vest in full on February 15, 2019 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended March 31, 2017. 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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