

MICROCHIP TECHNOLOGY INC
 Form 4/A
 May 19, 2008

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2008

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)
 05/05/2008

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/01/2008		S		200,000 <u>(1)</u> <u>(2)</u>	D	\$ 38 4,152,148 ⁽³⁾	I	Held Directly and Indirectly by Trust ⁽³⁾
Common Stock	05/01/2008		M		7,250	A	\$ 38 4,159,398 ⁽⁴⁾	I	Held Directly and Indirectly, by Trust ⁽⁴⁾

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The sale(s) reported in this Form 4 was/were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 30, 2007.

- (2) This Amended Form 4 is filed to accurately report that the 05/01/2008 sale was pursuant to a Rule 10b5-1 trading plan. All subsequent reports filed after this date are deemed to include the modification herein.
- (3) Of the 4,152,148 shares held, 26,823 shares were held Directly; 4,125,325 shares were held by Trust.
- (4) Of the 4,159,398 shares held, 34,073 shares were held Directly; 4,125,325 shares were held by Trust.
- (5) Of the 4,156,272 shares held, 30,947 shares were held Directly; 4,125,325 shares were held by Trust.
- (6) The restricted stock units vest in eight equal quarterly installments beginning May 1, 2008. 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.