

Bjornholt James Eric
 Form 4
 November 03, 2009

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 *
 Bjornholt James Eric

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 and CFO

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/01/2009

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/01/2009		M	A	\$ 24.09	6,690	D
Common Stock	11/01/2009		F	D	\$ 24.09	6,637	D
Common Stock	11/01/2009		M	A	\$ 24.09	6,668	D
Common Stock	11/01/2009		F	D	\$ 24.09	6,658	D
	11/01/2009		M	A		6,734	D

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Common Stock						\$ 24.09		
Common Stock	11/01/2009		F	25	D	\$ 24.09	6,709	D
Common Stock	11/01/2009		M	77	A	\$ 24.09	6,786	D
Common Stock	11/01/2009		D	25	D	\$ 24.09	6,761	D
Common Stock	11/02/2009		M	106	A	\$ 24.09	6,867	D
Common Stock	11/02/2009		F	34	D	\$ 24.09	6,833	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. Price of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 24.09	11/01/2009		M	165	(1)	(1)	Common Stock	165	\$ 0
Restricted Stock Units	\$ 24.09	11/01/2009		M	31	(1)	(1)	Common Stock	31	\$ 0
Restricted Stock Units	\$ 24.09	11/01/2009		M	76	(2)	(2)	Common Stock	76	\$ 0
Restricted Stock	\$ 24.09	11/01/2009		M	77	(3)	(3)	Common Stock	77	\$ 0

Units

Restricted

Stock	\$ 24.09	11/01/2009	M	106	<u>(4)</u>	<u>(3)(4)</u>	Common Stock	106	\$ 0
Units									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bjornholt James Eric C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199			VP and CFO	

Signatures

Deborah L. Wussler, as Attorney-in-Fact	11/03/2009
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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).
- (1) 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.
- (2) The restricted stock units will vest 50% on 11/1/09 and 50% on 2/1/10 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating income in the six month period ending September 30, 2008.
- (3) The restricted stock units will vest in one installment of 76 shares on August 1, 2009, and in seven equal quarterly installments of 77 shares each beginning November 1, 2009. Vested shares will be delivered to the reporting person upon vest.
- (4) The restricted stock units will vest in full on the first business day of the month following the first anniversary of the date of grant. 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.