

LAMBERT DAVID S  
 Form 4  
 February 12, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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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 \*  
 LAMBERT DAVID S

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)  
 02/11/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, Fab Operations

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 Beneficial Ownership (Instr. 4)
Common Stock	02/11/2013		M	7,568 A \$ 26.14	216,143 <sup>(1)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <u>(1)</u>

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Common Stock	02/11/2013	M	28,000	A	\$ 27.05	244,143 <sup>(2)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(2)</sup>
Common Stock	02/11/2013	M	2,000	A	\$ 27.05	246,143 <sup>(3)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(3)</sup>
Common Stock	02/11/2013	M	10,000	A	\$ 26.25	256,143 <sup>(4)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(4)</sup>
Common Stock	02/11/2013	M	28,000	A	\$ 25.29	284,143 <sup>(5)</sup>	I	Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(5)</sup>
Common Stock	02/11/2013	S	75,568	D	\$ 36.3097	208,575 <sup>(6)</sup>	I	Shares held Directly and

Common Stock	02/12/2013		G	V	1,000	D	\$ 36.62	207,575 <sup>(7)</sup>	I	Indirectly, by Trust and by Reporting Person's Children. <sup>(6)</sup> Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(7)</sup>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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 or Number of Shares
Common Stock Option (Right to Buy)	\$ 26.14	02/11/2013		M	7,568	10/09/2004 10/09/2013	Common Stock 7,568
Common Stock Option (Right to Buy)	\$ 27.05	02/11/2013		M	28,000	03/31/2008 04/01/2014	Common Stock 28,000



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Of the 207,575 shares held, 8,683 shares were held Directly; 196,103 shares were held by Trust; 1,339 shares were held by Reporting person's sons; and 1,450 shares were held by Reporting Person's daughters.

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