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MICROCHIP TECHNOLOGY INC Form 4 November 18, 2013 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **Bjornholt James Eric** Issuer Symbol MICROCHIP TECHNOLOGY INC (Check all applicable) [MCHP] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O MICROCHIP TECHNOLOGY 11/15/2013 VP and CFO **INCORPORATED, 2355 WEST** CHANDLER BOULEVARD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHANDLER, AZ 85224-6199 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 3. 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. 7. Nature of Transaction(A) or Disposed of (D) Securities Ownership Indirect Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial anv (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Shares held Common 11/15/2013 M 239 A 11,520 Ι Indirectly, 43.61 Stock by Trust. Shares held Common 11,444 11/15/2013 F 76 D I Indirectly, 43.61 Stock by Trust. Shares held Common 3.673 A Indirectly, 11/15/2013 Μ 15,117 Ι Stock by Trust.

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Common					¢			Shares held
Common	11/15/2013	F	1 1 5 9	D	Ф	13,958	T	Indirectly,
Stock	11/15/2015	1	1,157	ν	43 61	15,750	1	maneetry,
DIOCK					15.01			by Trust.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number onof 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 Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 43.61	11/15/2013		М	239	<u>(1)</u>	<u>(1)</u>	Common Stock	239	\$
Restricted Stock Units	\$ 43.61	11/15/2013		М	3,673	(2)	(2)	Common Stock	3,673	\$

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Ι	Director	10% Owner	Officer	Other			
Bjornholt James Eric C/O MICROCHIP TECHNOLOGY INCORF 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199	PORATED			VP and CFO				
Signatures								
Deborah L. Wussler, as Attorney-in-Fact	11/18/2013							
**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).
- Each performance unit represents a contingent right to receive one share of MCHP common stock. The performance units vest in full(1) upon MCHP achieving quarterly non-GAAP earnings per share of \$0.63 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

The restricted stock units will vest in full on November 15, 2013 as long as the individual remains a service provider through the vesting(2) date and the Company achieves performance targets for operating profit in the quarter ended December 31, 2009. 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.