

SANGHI STEVE

Form 4

February 09, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SANGHI STEVE

(Last) (First) (Middle)

C/O MICROCHIP TECHNOLOGY  
INCORPORATED, 2355 WEST  
CHANDLER BOULEVARD

(Street)

CHANDLER, AZ 85224-6199

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President, CEO, Chairman

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                   | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 02/08/2012                              |                                                             | G <sup>(1)</sup>                     | V                                                                   | 7,250                                                                                                              | D                                                                    | \$ 0                                                              |
|                                       |                                         |                                                             |                                      |                                                                     | 4,762,584                                                                                                          | <sup>(2)</sup> I                                                     |                                                                   |

Held  
Directly  
and  
Indirectly,  
by the  
Family  
Trust and  
by the  
Sanghi  
LLC. <sup>(2)</sup>

|                 |            |                  |   |         |   |      |                          |   |                                                                                                                                  |
|-----------------|------------|------------------|---|---------|---|------|--------------------------|---|----------------------------------------------------------------------------------------------------------------------------------|
| Common<br>Stock | 02/08/2012 | G <sup>(3)</sup> | V | 105,527 | D | \$ 0 | 4,762,584 <sup>(4)</sup> | I | Held<br>Directly<br>and<br>Indirectly,<br>by the<br>Family<br>Trust, the<br>Sanghi<br>LLC and<br>the Sanghi<br>Family LP.<br>(4) |
|-----------------|------------|------------------|---|---------|---|------|--------------------------|---|----------------------------------------------------------------------------------------------------------------------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                            |

## Reporting Owners

| Reporting Owner Name / Address                                                                                   | Relationships                    |
|------------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                  | Director 10% Owner Officer Other |
| SANGHI STEVE<br>C/O MICROCHIP TECHNOLOGY INCORPORATED<br>2355 WEST CHANDLER BOULEVARD<br>CHANDLER, AZ 85224-6199 | X President, CEO, Chairman       |

## Signatures

Deborah L. Wussler, as  
Attorney-in-Fact

02/09/2012

\_\_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 Sanghi Family Trust (the "Family Trust") transferred these shares without the payment of consideration to the Sanghi LLC, a limited liability company (the "Sanghi LLC") of which the Family Trust is the sole member. The Reporting Person and his wife are the sole trustees of the Family Trust.

(2) Of the 4,762,584 shares held, 14,604 shares were held Directly; 4,740,730 shares were held by the Family Trust; and 7,250 shares were held by the Sanghi LLC.

(3) The Family Trust transferred these shares without the payment of consideration to the Sanghi Family Limited Partnership, a limited partnership of which the Sanghi LLC is a 6.37% limited partner and the Sanghi Family Trust is a 93.13% limited partner, and the Sanghi LLC is the sole general partner.

(4) Of the 4,762,584 shares held, 14,604 shares were held Directly; 4,635,203 shares were held by the Family Trust; 7,250 shares were held by the Sanghi LLC, and 105,527 shares were held by the Sanghi Limited Partnership.

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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