

LAMBERT DAVID S  
Form 4  
April 10, 2003

**FORM 4**

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

OMB APPROVAL

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**

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

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Lambert, David S.</b> (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol <b>Microchip Technology Incorporated "MCHP"</b>		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Vice President, Fab Operations</b>	
c/o Microchip Technology Incorporated 2355 W. Chandler Boulevard		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year <b>04/09/2003</b>	
(Street) <b>Chandler, AZ 85224-6199</b>		5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

1. Title of Security (Instr. 3)			2. Trans-action Date (Month/ Day/ Year)		2A. Deemed Execution Date, if any (Month/Day/ Year)		3. Trans-action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Follow-ing Reported Transactions(s) (Instr. 3 & 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price							
Common Stock												327,290	D	
Common Stock												1,000	I	By Son
Common Stock												1,000	I	By Daughter
Common Stock												1,000	I	By Son
Common Stock												1,000	I	By Daughter

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock Option (Right to Buy)	\$18.48	04/09/03	04/09/03	A		26,000		03/31/07 <sup>(1)</sup>	4/9/2013	Common Stock	26,000		26,000	D	
Common Stock Option (Right to Buy)	\$18.48	04/09/03	04/09/03	A		6,307		04/09/04 <sup>(2)</sup>	4/9/2013	Common Stock	6,307		6,307	D	
Common Stock Option (Right to Buy)	\$18.48	04/09/03	04/09/03	A		1,051		04/09/04 <sup>(3)</sup>	4/9/2013	Common Stock	1,051		1,051	D	

## Explanation of Responses:

(1) The option vests in 12 equal monthly installments commencing 03/31/2007. The option is first exercisable on 03/31/2007.

(2) The option vests in full on 04/09/2004 and is first exercisable on 04/09/2004.

(3) The option vests in full on 04/09/2004 and is first exercisable on 04/09/2004.

By: /s/ **David S. Lambert**

**04/10/2003**

Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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