

SIMONCIC RICHARD J
Form 4
January 27, 2006

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

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 *
SIMONCIC RICHARD J

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)

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP, Analog and Intrfc Prod Div

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 01/25/2006 | | M | 37,125 A \$ 8.963 | 111,104 ⁽¹⁾ / ₍₂₎ | I | Held Directly and Indirectly, by Trust and wife and mother-in-law ⁽²⁾ |
| Common Stock | 01/25/2006 | | M | 7,050 A \$ 8.555 | 118,154 ⁽³⁾ | I | Held Directly and Indirectly, by Trust and wife and |

| | | | | | | | | |
|--------------|------------|---|--------|---|------------|-----------------------|---|--|
| Common Stock | 01/25/2006 | S | 44,175 | D | \$ 35.7802 | 73,979 ⁽⁴⁾ | I | mother-in-law ⁽³⁾ Held Directly and Indirectly, by Trust and wife and mother-in-law ⁽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 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) | \$ 8.963 | 01/25/2006 | | M | 37,125 | 07/01/2001 04/17/2007 | Common Stock 37,125 |
| Common Stock Option (Right to Buy) | \$ 8.555 | 01/25/2006 | | M | 7,050 | 01/29/2000 01/29/2008 | Common Stock 7,050 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SIMONCIC RICHARD J C/O MICROCHIP TECHNOLOGY INCORPORATED | | | VP, Analog and Intrfc Prod Div | |

2355 WEST CHANDLER BOULEVARD
CHANDLER, AZ 85224-6199

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

01/27/2006

**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) On 9/14/2005, the Reporting Person transferred ownership of 542 shares from Direct holding to Indirect holding, by Trust.
- (2) Of the 111,104 shares held, 41,912 shares were held Directly; 68,967 shares were held by Trust, and 225 shares were held by Reporting Person's wife and mother-in-law.
- (3) Of the 118,154 shares held, 48,962 shares were held Directly; 68,967 shares were held by Trust, and 225 shares were held by Reporting Person's wife and mother-in-law.
- (4) Of the 73,979 shares held, 4,787 shares were held Directly; 68,967 shares were held by Trust, and 225 shares were held by Reporting Person's wife and mother-in-law.

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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