

HUGO MARTINEZ ALBERT J  
 Form 4  
 December 03, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
 HUGO MARTINEZ ALBERT 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)  
 12/02/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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) |   |                       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |                       |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |                       |
| Common Stock                    | 12/02/2010                           |  | M                              | 7,500   | A   | \$ 24.7  | 38,978  | I | Shares held by Trust. |
| Common Stock                    | 12/02/2010                           |  | M                              | 5,000   | A   | \$ 21  | 43,978  | I | Shares held by Trust. |
| Common Stock                    | 12/02/2010                           |  | M                              | 1,000   | A   | \$ 22.81   | 44,978  | I | Shares held by Trust. |

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|              |            |  |   |       |   |            |        |   |                       |
|--------------|------------|--|---|-------|---|------------|--------|---|-----------------------|
| Common Stock | 12/02/2010 |  | M | 3,000 | A | \$ 22.81   | 47,978 | I | Shares held by Trust. |
| Common Stock | 12/02/2010 |  | S | 1,478 | D | \$ 35.2821 | 46,500 | I | Shares held by Trust. |
| Common Stock | 12/02/2010 |  | S | 9,000 | D | \$ 35.25   | 37,500 | I | Shares held by Trust. |
| Common Stock | 12/02/2010 |  | S | 7,500 | D | \$ 35.2    | 30,000 | I | Shares held by Trust. |

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) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Common Stock Option (Right to Buy)         | \$ 24.7  | 12/02/2010                           |  | M                              | 7,500   | 08/01/2010 08/01/2011                                    | Common Stock  | 7,500                         |                            |
| Common Stock Option (Right to Buy)         | \$ 21  | 12/02/2010                           |  | M                              | 5,000   | 08/16/2002 08/01/2012                                    | Common Stock  | 5,000                         |                            |
| Common Stock Option                        | \$ 22.81   | 12/02/2010                           |  | M                              | 1,000   | 08/16/2002 08/16/2012                                    | Common Stock  | 1,000                         |                            |

(Right to Buy)

Common Stock

|        |          |            |  |   |       |            |            |              |       |
|--------|----------|------------|--|---|-------|------------|------------|--------------|-------|
| Option | \$ 22.81 | 12/02/2010 |  | M | 3,000 | 08/16/2003 | 08/16/2012 | Common Stock | 3,000 |
|--------|----------|------------|--|---|-------|------------|------------|--------------|-------|

(Right to Buy)

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

|  |   |
|--|---|
| HUGO MARTINEZ ALBERT J<br>C/O MICROCHIP TECHNOLOGY INCORPORATED<br>2355 WEST CHANDLER BOULEVARD<br>CHANDLER, AZ 85224-6199 | X |
|--|---|

## Signatures

|  |            |
|--|------------|
| Deborah L. Wussler, as<br>Attorney-in-Fact | 12/02/2010 |
|--|------------|

\_\_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).

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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