

MICROCHIP TECHNOLOGY INC

Form 4/A

August 11, 2015

# 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 \*  
CHAPMAN MATTHEW W

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

C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/10/2015

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

(Street)  
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 Ownership (Instr. 4)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  | Shares held Directly and Indirectly, by Trust and by Reporting Person's Children. <sup>(1)</sup> |
| Common Stock                    | 08/10/2015                           |  | M                              | 1,063 A \$ 44.42  | 37,064 <sup>(1)</sup>   | I  |  |
|                                 | 08/10/2015                           |  | M                              | 880 A   | 37,944 <sup>(2)</sup>   | I  |  |

|                 |             |  |
|-----------------|-------------|--|
| Common<br>Stock | \$<br>44.42 | Shares held<br>Directly<br>and<br>Indirectly,<br>by Trust<br>and by<br>Reporting<br>Person's<br>Children. <u>(2)</u> |
|-----------------|-------------|--|

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

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(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 |
| Restricted Stock Units                     | \$ 44.42   | 08/10/2015                           |  | M                              | 1,063   | <u>(3)</u>   | <u>(3)</u>  | Common Stock                  | 2,126                      |
| Restricted Stock Units                     | \$ 44.42   | 08/10/2015                           |  | M                              | 880   | <u>(3)</u>   | <u>(3)</u>  | Common Stock                  | 1,760                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CHAPMAN MATTHEW W<br>C/O MICROCHIP TECHNOLOGY INCORPORATED<br>2355 WEST CHANDLER BOULEVARD<br>CHANDLER, AZ 85224-6199 | X             |           |         |       |

## Signatures

Deborah L. Wussler, as  
Attorney-in-Fact

08/11/2015

\_\_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) Of the 37,064 shares held, 36,667 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children.

(2) Of the 37,944 shares held, 37,547 shares were held Directly; 262 shares were held by Trust; and 135 shares were held by Reporting Person's children.

The restricted stock units will vest in equal 50% annual installments on each of the two anniversaries of the tenth business day of the  
(3) second month of the fiscal quarter in which the grant is made, as long as the individual remains a service provider through the vesting date(s).

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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