MICROCHIP TECHNOLOGY INC

Form 4

Stock

November 18, 2014

FORM	1 4								OMB /	APPROVAL	
	Washington, D.C. 20549							OMB Number:	3235-0287		
Check this box				Ü	,				Expires:	January 31,	
if no los subject Section Form 4 Form 5 obligati	F CHANGES IN BENEFICIAL OWN SECURITIES Section 16(a) of the Securities Exchange					Estimate burden h response e Act of 1934,		•			
may co. See Inst	ntinue.				nt Compa			1935 or Section	n		
(Print or Type	Responses)										
SANGHI STEVE Sy			Symbol	· ·				5. Relationship of Reporting Person(s) to Issuer			
			MICROCHIP TECHNOLOGY INC [MCHP]					(Check all applicable)			
(Last)	(First)	(Middle)			Transaction	l		_X_ Director _X_ Officer (give		0% Owner ther (specify	
C/O MICROCHIP TECHNOLOGY 11/15/2014 below) below) below) President, CEO, Chairman											
	RATED, 2355 W ER BOULEVAR										
				If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tal	ole I - Non	-Derivative	e Secu	rities Acq	uired, Disposed of	, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if Transaction Disposed of (D) Code (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)			
Common Stock	11/15/2014			M	3,500	A	\$ 43.655	4,881,114 <u>(1)</u>	I	Shares held Indirectly, by Trust and by Family Limited Partnership (1)	
Common	11/15/2014			M	22,958	A	\$	4,904,072 (2)	I	Shares held	

43.655

Indirectly,

by Trust and by Family Limited Partnership

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

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SEC 1474 (9-02)

(In

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)			erivative Expiration Date ecurities (Month/Day/Year) cquired (A) Disposed of O) nstr. 3, 4,		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
Restricted Stock Units	\$ 43.655	11/15/2014		M	3	3,500	(3)	<u>(3)</u>	Common Stock	14,000
Restricted Stock Units	\$ 43.655	11/15/2014		M	2	2,958	<u>(4)</u>	<u>(4)</u>	Common Stock	22,958

Reporting Owners

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

Signatures

Deborah L. Wussler, as	11/18/2014		
Attorney-in-Fact	11/10/2014		
**Signature of Reporting Person	Date		

Reporting Owners 2

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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 4,881,114 shares held, 1,844,178 shares were held by The Sanghi Trust; and 3,036,936 shares were held by The Sanghi Family Limited Partnership..
- (2) Of the 4,904,072 shares held, 1,867,136 shares were held by The Sanghi Trust; and 3,036,936 shares were held by The Sanghi Family Limited Partnership..
- The restricted stock units will vest in four equal quarterly installments beginning May 15, 2014, as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended June 30, 2011. Vested shares will be delivered to the reporting person upon vest.
- The restricted stock units will vest in full on November 15, 2014 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the quarter ended December 31, 2010. Vested shares will be delivered to the reporting person upon vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.