

LAMBERT DAVID S

Form 4

February 15, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMBERT DAVID S

(Last) (First) (Middle)

C/O MICROCHIP TECHNOLOGY
INCORPORATED, 2355 WEST
CHANDLER BOULEVARD

(Street)

CHANDLER, AZ 85224-6199

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MICROCHIP TECHNOLOGY INC
[MCHP]

3. Date of Earliest Transaction
(Month/Day/Year)

02/13/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP, Fab Operations

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

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			
Common Stock	02/13/2007		M	45,750	A	\$ 6.259	209,702 ⁽¹⁾	I

Held
Directly
and
Indirectly
by Trust
and by
Reporting
Person's
Children
(1)

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Common Stock	02/13/2007	S	45,750	D	\$ 35.1721	163,952 ⁽²⁾	I	Held Directly and Indirectly by Trust and by Reporting Person's Children ⁽²⁾
Common Stock	02/14/2007	S	1,650	D	\$ 36.15	162,302 ⁽³⁾	I	Held Directly and Indirectly by Trust and Reporting Person's Children ⁽³⁾

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)	\$ 6.259	02/13/2007		M		45,750		07/01/2002	04/01/2008	Common Stock	45,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMBERT DAVID S C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199			VP, Fab Operations	

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

02/15/2007

__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).

Of the 209,702 shares held, 205,684 shares were held Directly; 829 shares were held by Trust; 714 were held by Reporting Person's son;
(1) 825 shares were held by Reporting Person's daughter; 825 shares were held by Reporting Person's son; and 825 shares were held by Reporting Person's daughter.

Of the 163,952 shares held, 159,934 shares were held Directly; 829 shares were held by Trust; 714 were held by Reporting Person's son;
(2) 825 shares were held by Reporting Person's daughter; 825 shares were held by Reporting Person's son; and 825 shares were held by Reporting Person's daughter.

(3) Of the 162,302 shares held, 159,934 shares were held Directly; 829 shares were held by Trust; 714 were held by Reporting Person's son; and 825 shares were held by Reporting Person's daughter

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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