

MICROCHIP TECHNOLOGY INC
 Form 4
 May 14, 2008

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 *
PARNELL GORDON 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)
C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2008

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
VP and CFO

(Street)
CHANDLER, AZ 85224-6199

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

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/14/2008		M		26,000	A	\$ 24.04	34,264 ⁽¹⁾	I	Held Directly and Indirectly by Trust ⁽¹⁾
Common Stock	05/14/2008		S		400	D	\$ 37.48	33,864 ⁽²⁾	I	Held Directly and Indirectly by Trust ⁽²⁾

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Common Stock	05/14/2008	S	100	D	\$ 37.47	33,764 ⁽³⁾	I	Held Directly and Indirectly by Trust ⁽³⁾
Common Stock	05/14/2008	S	400	D	\$ 37.46	33,364 ⁽⁴⁾	I	Held Directly and Indirectly by Trust ⁽⁴⁾
Common Stock	05/14/2008	S	100	D	\$ 37.45	33,264 ⁽⁵⁾	I	Held Directly and Indirectly by Trust ⁽⁵⁾
Common Stock	05/14/2008	S	400	D	\$ 37.44	32,864 ⁽⁶⁾	I	Held Directly and Indirectly by Trust ⁽⁶⁾
Common Stock	05/14/2008	S	300	D	\$ 37.43	32,564 ⁽⁷⁾	I	Held Directly and Indirectly by Trust ⁽⁷⁾
Common Stock	05/14/2008	S	1,100	D	\$ 37.42	31,464 ⁽⁸⁾	I	Held Directly and Indirectly by Trust ⁽⁸⁾
Common Stock	05/14/2008	S	1,300	D	\$ 37.41	30,164 ⁽⁹⁾	I	Held Directly and Indirectly by Trust ⁽⁹⁾
Common Stock	05/14/2008	S	1,700	D	\$ 37.4	28,464 ⁽¹⁰⁾	I	Held Directly and Indirectly by Trust ⁽¹⁰⁾
Common Stock	05/14/2008	S	1,500	D	\$ 37.39	26,964 ⁽¹¹⁾	I	Held Directly and Indirectly by Trust ⁽¹¹⁾

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Common Stock	05/14/2008	S	100	D	\$ 37.38	26,864 ⁽¹²⁾	I	Held Directly and Indirectly by Trust ⁽¹²⁾
Common Stock	05/14/2008	S	400	D	\$ 37.37	26,464 ⁽¹³⁾	I	Held Directly and Indirectly by Trust ⁽¹³⁾
Common Stock	05/14/2008	S	1,100	D	\$ 37.36	25,364 ⁽¹⁴⁾	I	Held Directly and Indirectly by Trust ⁽¹⁴⁾
Common Stock	05/14/2008	S	1,100	D	\$ 37.35	24,264 ⁽¹⁵⁾	I	Held Directly and Indirectly by Trust ⁽¹⁵⁾
Common Stock	05/14/2008	S	101	D	\$ 37.34	24,163 ⁽¹⁶⁾	I	Held Directly and Indirectly by Trust ⁽¹⁶⁾
Common Stock	05/14/2008	S	2,000	D	\$ 37.33	22,163 ⁽¹⁷⁾	I	Held Directly and Indirectly by Trust ⁽¹⁷⁾
Common Stock	05/14/2008	S	3,472	D	\$ 37.32	18,691 ⁽¹⁸⁾	I	Held Directly and Indirectly by Trust ⁽¹⁸⁾
Common Stock	05/14/2008	S	327	D	\$ 37.31	18,364 ⁽¹⁹⁾	I	Held Directly and Indirectly by Trust

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Common Stock	05/14/2008	S	400	D	\$ 37.3	17,964 ⁽²⁰⁾	I	⁽¹⁹⁾ Held Directly and Indirectly by Trust ⁽²⁰⁾
Common Stock	05/14/2008	S	2,825	D	\$ 37.29	15,139 ⁽²¹⁾	I	Held Directly and Indirectly by Trust ⁽²¹⁾
Common Stock	05/14/2008	S	1,007	D	\$ 37.28	14,132 ⁽²²⁾	I	Held Directly and Indirectly by Trust ⁽²²⁾
Common Stock	05/14/2008	S	2,168	D	\$ 37.27	11,964 ⁽²³⁾	I	Held Directly and Indirectly by Trust ⁽²³⁾
Common Stock	05/14/2008	S	200	D	\$ 37.25	11,764 ⁽²⁴⁾	I	Held Directly and Indirectly by Trust ⁽²⁴⁾
Common Stock	05/14/2008	S	500	D	\$ 37.24	11,264 ⁽²⁵⁾	I	Held Directly and Indirectly by Trust ⁽²⁵⁾
Common Stock	05/14/2008	S	1,600	D	\$ 37.23	9,664 ⁽²⁶⁾	I	Held Directly and Indirectly by Trust ⁽²⁶⁾
Common Stock	05/14/2008	S	700	D	\$ 37.22	8,964 ⁽²⁷⁾	I	Held Directly and Indirectly

Common Stock	05/14/2008	S	500	D	\$ 37.21	8,464 ⁽²⁸⁾	I	by Trust ⁽²⁷⁾ Held Directly and Indirectly by Trust ⁽²⁸⁾
Common Stock	05/14/2008	S	200	D	\$ 37.2	8,264 ⁽²⁹⁾	I	Held Directly and Indirectly by Trust ⁽²⁹⁾

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (Right to Buy)	\$ 24.04	05/14/2008		M	26,000	10/25/2003 10/25/2012	Common Stock	26,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARNELL GORDON W C/O MICROCHIP TECHNOLOGY INCORPORATED			VP and CFO	

2355 WEST CHANDLER BOULEVARD
CHANDLER, AZ 85224-6199

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

05/14/2008

**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 34,264 shares held, 28,730 shares were held Directly; 5,534 shares were held by Trust.
- (2) Of the 33,864 shares held, 28,330 shares were held Directly; 5,534 shares were held by Trust.
- (3) Of the 33,764 shares held, 28,230 shares were held Directly; 5,534 shares were held by Trust.
- (4) Of the 33,364 shares held, 27,830 shares were held Directly; 5,534 shares were held by Trust.
- (5) Of the 33,264 shares held, 27,730 shares were held Directly; 5,534 shares were held by Trust.
- (6) Of the 32,864 shares held, 27,330 shares were held Directly; 5,534 shares were held by Trust.
- (7) Of the 32,564 shares held, 27,030 shares were held Directly; 5,534 shares were held by Trust.
- (8) Of the 31,464 shares held, 25,930 shares were held Directly; 5,534 shares were held by Trust.
- (9) Of the 30,164 shares held, 24,630 shares were held Directly; 5,534 shares were held by Trust.
- (10) Of the 28,464 shares held, 22,930 shares were held Directly; 5,534 shares were held by Trust.
- (11) Of the 26,964 shares held, 21,430 shares were held Directly; 5,534 shares were held by Trust.
- (12) Of the 26,864 shares held, 21,330 shares were held Directly; 5,534 shares were held by Trust.
- (13) Of the 26,464 shares held, 20,930 shares were held Directly; 5,534 shares were held by Trust.
- (14) Of the 25,364 shares held, 19,830 shares were held Directly; 5,534 shares were held by Trust.
- (15) Of the 24,264 shares held, 18,730 shares were held Directly; 5,534 shares were held by Trust.
- (16) Of the 24,163 shares held, 18,629 shares were held Directly; 5,534 shares were held by Trust.
- (17) Of the 22,163 shares held, 16,629 shares were held Directly; 5,534 shares were held by Trust.
- (18) Of the 18,691 shares held, 13,157 shares were held Directly; 5,534 shares were held by Trust.
- (19) Of the 18,364 shares held, 12,830 shares were held Directly; 5,534 shares were held by Trust.
- (20) Of the 17,964 shares held, 12,430 shares were held Directly; 5,534 shares were held by Trust.
- (21) Of the 15,139 shares held, 9,605 shares were held Directly; 5,534 shares were held by Trust.
- (22) Of the 14,132 shares held, 8,598 shares were held Directly; 5,534 shares were held by Trust.
- (23) Of the 11,964 shares held, 6,430 shares were held Directly; 5,534 shares were held by Trust.
- (24) Of the 11,764 shares held, 6,230 shares were held Directly; 5,534 shares were held by Trust.
- (25) Of the 11,264 shares held, 5,730 shares were held Directly; 5,534 shares were held by Trust.
- (26) Of the 9,664 shares held, 4,130 shares were held Directly; 5,534 shares were held by Trust.
- (27) Of the 8,964 shares held, 3,430 shares were held Directly; 5,534 shares were held by Trust.
- (28) Of the 8,464 shares held, 2,930 shares were held Directly; 5,534 shares were held by Trust.
- (29) Of the 8,264 shares held, 2,730 shares were held Directly; 5,534 shares were held by Trust.

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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