

MICROCHIP TECHNOLOGY INC  
 Form 4  
 March 02, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**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)  
**11/08/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/08/2005		G		15,000	D	\$ 30.81	185,058 <sup>(1)</sup>	I	Held Directly and Indirectly, by reporting Person's Children <sup>(1)</sup>
Common Stock	11/08/2005		G		410	D	\$ 30.81	184,648 <sup>(2)</sup>	I	Held Directly

Common Stock	11/09/2005	G	1,625	D	\$ 31.49	183,023 <sup>(3)</sup>	I	Held Directly and Indirectly, by Reporting Person's Children <sup>(2)</sup>
Common Stock	02/03/2006	G	12,000	D	\$ 36.08	171,023 <sup>(4)</sup>	I	Held Directly and Indirectly, by Reporting Person's Children <sup>(4)</sup>
Common Stock	03/01/2006	A	829 <sup>(5)</sup>	A	\$ 22.814	171,852 <sup>(5)</sup> <sup>(6)</sup>	I	Held Directly and Indirectly, by Reporting Person's Children <sup>(6)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

## 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

03/02/2006

\*\*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 185,058 shares held, 183,744 shares were held Directly; 714 shares shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter.
- (2) Of the 184,648 shares held, 183,334 shares were held Directly; 714 shares shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter.
- (3) Of the 183,023 shares held, 181,709 shares were held Directly; 714 shares shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter.
- (4) Of the 171,023 shares held, 169,709 shares were held Directly; 714 shares shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter.
- (5) Shares were acquired under the Microchip Technology Incorporated 2001 Employee Stock Purchase Plan on March 1, 2006, in an exempt transaction pursuant to Rule 16(b)-3(d), paid for by contributions made during the six month period ended February 28, 2006.
- (6) Of the 171,852 shares held, 170,538 shares were held Directly; 714 shares shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 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. 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.