

LITTLE MITCHELL R
Form 4
August 15, 2018

FORM 4

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

OMB APPROVAL

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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 *
LITTLE MITCHELL R

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)
08/14/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP, WW Sales and Appns.

C/O MICROCHIP TECHNOLOGY INCORPORATED, 2355 WEST CHANDLER BOULEVARD

(Street)

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

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) | Price | | |
| Common Stock | 08/15/2018 | | M | 3,726 | A \$ 82.34 | 13,939 | D |
| Common Stock | 08/15/2018 | | F | 1,657 | D \$ 82.34 | 12,282 | D |
| Common Stock | 08/15/2018 | | M | 112 | A \$ 82.34 | 12,394 | D |
| Common Stock | 08/15/2018 | | F | 50 | D \$ 82.34 | 12,344 | D |
| | 08/15/2018 | | M | 133 | A | 12,477 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|--|----------|----------|
| Common Stock | | | | | | \$ 82.34 | |
| Common Stock | 08/15/2018 | F | 60 | D | | \$ 82.34 | 12,417 D |
| Common Stock | 08/15/2018 | M | 2,426 | A | | \$ 82.34 | 14,843 D |
| Common Stock | 08/15/2018 | F | 1,079 | D | | \$ 82.34 | 13,964 D |
| Common Stock | 08/15/2018 | M | 278 | A | | \$ 82.34 | 14,042 D |
| Common Stock | 08/15/2012 | F | 124 | D | | \$ 82.34 | 13,918 D |

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. De | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 08/14/2018 | | A | 586 | (2) | (2) | Common Stock | 586 |
| Restricted Stock Units | \$ 82.34 | 08/15/2018 | | M | 3,726 | (3) | (3) | Common Stock | 3,726 |
| Restricted Stock Units | \$ 82.34 | 08/15/2018 | | M | 112 | (3) | (3) | Common Stock | 112 |
| Restricted Stock Units | \$ 82.34 | 08/15/2018 | | M | 133 | (3) | (3) | Common Stock | 133 |
| | \$ 82.34 | 08/15/2018 | | M | 2,426 | (4) | (4) | | 29,115 |

| | | | | | | | | | |
|------------------------------|----------|------------|---|-----|-----|-----|--|-----------------|-----|
| Restricted Stock Units | | | | | | | | Common Stock | |
| Restricted Stock Units | \$ 82.34 | 08/15/2018 | M | 278 | (3) | (3) | | Common Stock | 278 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LITTLE MITCHELL R C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199 | | | VP, WW Sales and Appns. | |

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

08/15/2018

__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) Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.
- (2) The restricted stock units will vest in full on August 15, 2019 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
- (3) The restricted stock units will vest in full on August 15, 2018 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
- (4) The restricted stock units vest in twelve equal quarterly installments beginning November 15, 2017 as long as the individual remains a service provider through the vesting date. 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.