

MOORTHY GANESH

Form 4

August 15, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOORTHY GANESH

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 ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
COO

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)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock	08/15/2018		M		7,677	A	\$ 82.34
					253,870	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018		F		3,298	D	\$ 82.34
					250,572	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018		M		463	A	\$ 82.34
					251,035	I	Shares held Indirectly, by

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Common Stock	08/15/2018	F	199	D	\$ 82.34	250,836	I	Trust.Common Stock Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	M	318	A	\$ 82.34	251,154	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	F	137	D	\$ 82.34	251,017	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	M	5,172	A	\$ 82.34	256,189	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	F	2,222	D	\$ 82.34	253,967	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	M	1,606	A	\$ 82.34	255,573	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	F	690	D	\$ 82.34	254,883	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	M	189	A	\$ 82.34	255,072	I	Shares held Indirectly, by Trust.Common Stock
Common Stock	08/15/2018	F	82	D	\$ 82.34	254,990	I	Shares held Indirectly, by Trust.Common Stock

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

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(9-02)

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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
Restricted Stock Units	(1)	08/15/2018		A		1,363		(2)	(2)	Common Stock	1,363
Restricted Stock Units	\$ 82.34	08/15/2018		M		7,677		(3)	(3)	Common Stock	7,677
Restricted Stock Units	\$ 82.34	08/15/2018		M		463		(3)	(3)	Common Stock	463
Restricted Stock Units	\$ 82.34	08/15/2018		M		318		(3)	(3)	Common Stock	318
Restricted Stock Units	\$ 82.34	08/15/2018		M		5,172		(4)	(4)	Common Stock	62,067
Restricted Stock Units	\$ 82.34	08/15/2018		M		1,606		(3)	(3)	Common Stock	1,606
Restricted Stock Units	\$ 82.34	08/15/2018		M		189		(3)	(3)	Common Stock	189

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MOORTHY GANESH C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199	COO

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.