

LAMBERT DAVID S
Form 4
October 27, 2004

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
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(Print or Type Responses)

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

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)

10/26/2004

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

VP, Fab Operations

(Street)

CHANDLER, AZ 85224-6199

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

(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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2004		G		440	D	\$ 29.07	252,054 ⁽¹⁾	I	Direct and Indirect by Reporting Person's Children ⁽¹⁾
Common Stock	10/26/2004		G		2,000	D	\$ 29.07	250,054 ⁽²⁾	I	Direct and Indirect by Reporting Person's

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									Children (2)
									Direct and Indirect by Reporting Person's Children (3)
Common Stock	10/26/2004	G	650	D	\$ 29.07	250,054	(3)	I	
									Direct and Indirect by Reporting Person's Children (4)
Common Stock	10/26/2004	G	650	D	\$ 29.07	250,054	(4)	I	
									Direct and Indirect by Reporting Person's Children (5)
Common Stock	10/26/2004	G	650	D	\$ 29.07	250,054	(5)	I	
									Direct and Indirect by Reporting Person's Children (6)
Common Stock	10/26/2004	G	650	D	\$ 29.07	250,054	(6)	I	
									Direct and Indirect by Reporting Person's Children (7)
Common Stock	10/26/2004	S	44,225	D	\$ 28.7809	205,829	(7)	I	
									Direct and Indirect by Reporting Person's Children (8)
Common Stock	10/26/2004	S	1,650	D	\$ 28.974	204,179	(8)	I	
									Direct and Indirect by Reporting Person's Children (9)
Common Stock	10/26/2004	S	1,650	D	\$ 28.974	202,529	(9)	I	
									Direct and Indirect by Reporting
Common Stock	10/26/2004	S	1,650	D	\$ 28.974	200,879	(10)	I	

Person's
Children
(10)

Common Stock 10/26/2004 S 1,650 D \$ 28.974 199,229 D

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, 4, and 5)	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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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 10/27/2004

**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).

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- (1) Of the 252,054 shares held, 248,054 shares were held Directly; 1,000 shares were held by the reporting person's son; 1,000 shares were held by the reporting person's daughter; 1,000 shares were held by the reporting person's son; and 1,000 shares were held by the reporting person's daughter.
- (2) Of the 250,054 shares held, 246,054 shares were held Directly; 1,000 shares were held by the reporting person's son; 1,000 shares were held by the reporting person's daughter; 1,000 shares were held by the reporting person's son; and 1,000 shares were held by the reporting person's daughter.
- (3) Of the 250,054 shares held, 245,404 shares were held Directly; 1,650 shares were held by the reporting person's son; 1,000 shares were held by the reporting person's daughter; 1,000 shares were held by the reporting person's son; and 1,000 shares were held by the reporting person's daughter.
- (4) Of the 250,054 shares held, 244,754 shares were held Directly; 1,650 shares were held by the reporting person's son; 1,650 shares were held by the reporting person's daughter; 1,000 shares were held by the reporting person's son; and 1,000 shares were held by the reporting person's daughter.
- (5) Of the 250,054 shares held, 244,104 shares were held Directly; 1,650 shares were held by the reporting person's son; 1,650 shares were held by the reporting person's daughter; 1,650 shares were held by the reporting person's son; and 1,000 shares were held by the reporting person's daughter.
- (6) Of the 250,054 shares held, 243,454 shares were held Directly; 1,650 shares were held by the reporting person's son; 1,650 shares were held by the reporting person's daughter; 1,650 shares were held by the reporting person's son; and 1,650 shares were held by the reporting person's daughter.
- (7) Of the 205,829 shares held, 199,229 shares were held Directly; 1,650 shares were held by the reporting person's son; 1,650 shares were held by the reporting person's daughter; 1,650 shares were held by the reporting person's son; and 1,650 shares were held by the reporting person's daughter.
- (8) Of the 204,179 shares held, 199,229 shares were held Directly; 1,650 shares were held by the reporting person's daughter; 1,650 shares were held by the reporting person's son; and 1,650 shares were held by the reporting person's daughter.
- (9) Of the 202,529 shares held, 199,229 shares were held Directly; 1,650 shares were held by the reporting person's son; and 1,650 shares were held by the reporting person's daughter.
- (10) Of the 200,879 shares held, 199,229 shares were held Directly and 1,650 shares were held by the reporting person's son.

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.