

LAMBERT DAVID S
Form 4
October 27, 2004

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 *
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)

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

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2004

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

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.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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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.