

MICROCHIP TECHNOLOGY INC
 Form 4
 May 08, 2006

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 *
DREHOBL STEPHEN V

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)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Security, MCU & Tech Div.

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/05/2006		M		13,268 A \$ 10.037	18,895	D
Common Stock	05/05/2006		M		776 A \$ 5.778	19,671	D
Common Stock	05/05/2006		M		14,925 A \$ 23.389	34,596	D
Common Stock	05/05/2006		M		5,163 A \$ 15.917	39,759	D
	05/05/2006		A		1,423 A	41,182	D

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Common Stock					\$	24,267	
Common Stock	05/05/2006		M	2,685	A	\$ 27,153	43,867 D
Common Stock	05/05/2006		S	38,240	D	\$ 37,748	5,627 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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Common Stock Option (Right to Buy)	\$ 10.037	05/05/2006		M		13,268	04/01/2003	04/14/2009	Common Stock 13,268
Common Stock Option (Right to Buy)	\$ 5.778	05/05/2006		M		776	10/09/1999	10/09/2008	Common Stock 776
Common Stock Option (Right to Buy)	\$ 23.389	05/05/2006		M		14,925	03/31/2004	04/14/2010	Common Stock 14,925
Common Stock Option (Right to Buy)	\$ 15.917	05/05/2006		M		5,163	03/31/2005	04/02/2011	Common Stock 5,163

Common Stock Option (Right to Buy)	\$ 24.267	05/05/2006	M	1,423	02/17/2003	01/22/2012	Common Stock	1,423
Common Stock Option (Right to Buy)	\$ 27.153	05/05/2006	M	2,685	07/03/2003	04/03/2012	Common Stock	2,685

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DREHOBL STEPHEN V C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD CHANDLER, AZ 85224-6199			VP, Security, MCU & Tech Div.	

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

05/08/2006

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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