

# 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

Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may continue.  
See Instruction 1(b).

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

1. Name and Address of Reporting Person* Gordon W. Parnell c/o Microchip Technology Incorporated 2355 West Chandler Boulevard Chandler AZ 85224-6199	2. Issuer Name and Ticker or Trading Symbol Microchip Technology Incorporated [MCHP]	5. Relationship of Reporting Person(s) to Issuer (check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  VP and CFO
	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 10/31/2008	
	4. If amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More Than One Reporting Person

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 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	11/03/2008		M		1,300	A	\$24.65	7,796 (1)	I	Held Directly and Indirectly by Trust (1)
Common Stock	11/04/2008		F		535	D	\$24.65	7,261 (2)	I	Held Directly and Indirectly by Trust. (2)

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

Form 4 (cont.)  
 Name and Address of Reporting Person  
 Gordon W. Parnell  
 c/o Microchip Technology Incorporated  
 2355 West Chandler Boulevard  
 Chandler AZ 85224-6199

Issuer Name and Ticker or Trading Symbol  
 Microchip Technology Incorporated [MCHP]

Period Of Report  
 10/31/2008

**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 (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Transaction Code (Instr. 8)		5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)		6. Date Exercisable and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$24.65	11/03/2008		M			1,300	(3)	(3)	Common Stock	10,400	\$0	6,500	D	
Restricted Stock Units	(4)	10/31/2008		A		639		(5)	(5)	Common Stock	639	\$0	639	D	

Explanation of Responses:

- (1) - Of the 7,796 shares held, 3,662 shares were held Directly; 4,134 shares were held by Trust.
- (2) - Of the 7,261 shares held, 3,662 shares were held Directly; 3,599 shares were held by Trust.
- (3) - The restricted stock units vest in eight equal quarterly installments beginning May 1, 2008. Vested shares will be delivered to the reporting person upon vest.
- (4) - Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.
- (5) - The restricted stock units will vest in full on the first anniversary of the first business day of the month following the date of grant as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating profit in the six month period ending March 31, 2009. Vested shares will be delivered to the reporting person upon vest.

By: Deborah L. Wussler, as Attorney-in-Fact  
 \*\*Signature of Reporting Person

11/4/2008  
 Date

\*\*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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