

LAMBERT DAVID S  
Form 4  
August 10, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/09/2005

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Fab Operations

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 or Disposed of (A) (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 Ownership (Instr. 4)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price                                     |   |  |  |
| Common Stock                    | 08/09/2005                           |  | M                              | 17,718 A \$ 5.037   | 217,596 <sup>(1)</sup>  | I  | Held Directly and Indirectly by Reporting Person's Children <sup>(1)</sup> |
| Common Stock                    | 08/09/2005                           |  | M                              | 47,250 A \$ 8.963   | 264,846 <sup>(2)</sup>  | I  | Held Directly  |

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|              |            |   |        |   |           |                        |   |  |
|--------------|------------|---|--------|---|-----------|------------------------|---|--|
| Common Stock | 08/09/2005 | M | 7,978  | A | \$ 8.555  | 272,824 <sup>(3)</sup> | I | and Indirectly, by Reporting Person's Children <sup>(2)</sup><br>Held Directly and Indirectly, by Reporting Person's Children <sup>(3)</sup> |
| Common Stock | 08/09/2005 | S | 72,946 | D | \$ 30.841 | 199,878 <sup>(4)</sup> | I | Held Directly and Indirectly, by Reporting Person's Children <sup>(4)</sup>  |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Common Stock Option (Right to Buy)         | \$ 5.037   | 08/09/2005                           |  | M                              | 17,718  | 10/21/1999 04/30/2006                                    | Common Stock 17,718   |
|  | \$ 8.963   | 08/09/2005                           |  | M                              | 47,250  | 04/14/2000 04/17/2007                                    | 47,250  |

|  |           |            |   |       |            |            |                 |       |
|--|-----------|------------|---|-------|------------|------------|-----------------|-------|
| Common<br>Stock<br>Option<br>(Right to<br>Buy) |           |            |   |       |            |            | Common<br>Stock |       |
| Common<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 10.037 | 08/09/2005 | M | 7,978 | 01/29/2000 | 01/29/2009 | Common<br>Stock | 7,978 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| LAMBERT DAVID S<br>C/O MICROCHIP TECHNOLOGY INCORPORATED<br>2355 WEST CHANDLER BOULEVARD<br>CHANDLER, AZ 85224-6199 |               |           | VP, Fab<br>Operations |       |

## Signatures

Deborah L. Wussler, as  
 Attorney-in-Fact

08/10/2005

\*\*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) Of the 217,596 shares held, 216,282 shares were held Directly; 714 shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter..
- (2) Of the 264,846 shares held, 263,532 shares were held Directly; 714 shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter..
- (3) Of the 272,824 shares held, 271,510 shares were held Directly; 714 shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter..
- (4) Of the 199,878 shares held, 198,564 shares were held Directly; 714 shares were held by Reporting Person's son; 200 shares were held by Reporting Person's daughter; 200 shares were held by Reporting Person's son; and 200 shares were held by Reporting Person's daughter..

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.