

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
(17 CFR 240.13e-4(c))



Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On September 3, 2008, Microchip Technology Incorporated (“Microchip”) announced the retirement of Gordon Parnell as its Vice President and Chief Financial Officer effective as of December 31, 2008.

Upon the effective date of Mr. Parnell’s retirement, December 31, 2008, J. Eric Bjornholt will serve as Vice President and Chief Financial Officer of Microchip. Mr. Bjornholt has worked at Microchip since 1995. In particular, he has served as Microchip’s Vice President of Finance since April 2008 and as Director of Financial Reporting and Tax from August 2003 to April 2008. Mr. Bjornholt has also served as Secretary of Microchip since May 2003. Prior to joining Microchip, Mr. Bjornholt worked for the independent public accounting firm KPMG LLP. Mr. Bjornholt is 38 years old. Mr. Bjornholt is a certified public accountant, has an undergraduate degree in accounting from the University of Arizona and a Master’s degree from Arizona State University. In his role as Chief Financial Officer, Mr. Bjornholt will also serve as Microchip’s Chief Accounting Officer. There are no family relationships among Mr. Bjornholt and any directors or other executive officers of Microchip. There are no “related party” transactions between Mr. Bjornholt and Microchip as described in Item 404(a) of Regulation SK.

Mr. Parnell will continue to serve as the Microchip’s Chief Financial Officer until the effective date of his retirement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 5, 2008

Microchip Technology Incorporated
(Registrant)

By: /s/ Gordon W. Parnell
Gordon W. Parnell
Vice President, Chief Financial Officer
(Principal Accounting and Financial Officer)

