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LAMBERT DAVID S Form 4

April 09, 2003

FORM 4

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

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

Name and Address of Reporting Person* Lambert, David S.	2. Issuer Microch				Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) c/o Microchip Technology Incorporated 2355 W. Chandler Boulevard	3. I.R.S. of Repor if an enti	rting I		Numbe		atement for th/Day/Year 8/03	10 X Ot	Director		
(Street) Chandler, AZ 85224-6199					Date	Amendment, of Original nth/Day/Year)	(C <u>X</u> Pe	. Individual or Joint/Group Filing Check Applicable Line) Form filed by One Reporting terson Form filed by More than One Reporting Person		
(City) (State) (Zip)	Ta	able I	Non-I	Derivat	Dispose	osed of, or Beneficially Owned				
1. Title of 2. Trans- 2A. Deemed Execution Execution Date, (Month/ Day/ Year) (Month/Day/	3. Transaction Code (Instr. 8)	01 (I)	4. Securities Acquire or Disposed of (D) (Instr. 3, 4 & 5)			Securities Beneficially Owned Follow-		6. Owner- ship Form: Direct (D) or Indirect (I)		
Year) (Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)		(Instr. 4)	(Instr. 4)	
Common Stock 04/08/03 04/08/03	M		76,484	A	\$2.107		327,290	D		
Common Stock							1,000	I	By Son	
Common Stock							1,000	I	By Daughter	
Common Stock							1,000	I	By Son	
Common Stock							1,000	I	By Daughter	

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

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Exercise Price of Derivative Security	action Date (Month/ Day/ Year)	Deemed Execution Date, if any (Month/ Day/ Year)	Trans- action	of Deri Secu Acq (A) Disp of (I	ivative urities quired or posed D)	6. Date Exercisable and Expiration Date (Month/Day/ Year)		Amount of		Derivative Security	Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Owner- ship Form of Deriv- ative Security: Direct (D) or	11. Natur of Indire Beneficia Ownersh (Instr. 4)
Common Stock Option (Right to Buy)				Code V		(D)	Exer-cisable	Expiration Date 09/20/03	Title Common Stock	Amount or Number of Shares 76,484			Indirect (I) (Instr. 4)	

Explanation of Responses:

By: /s/ David S. Lambert

04/09/2003

Date

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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^{**}Signature of Reporting Person

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).