

SIMONCIC RICHARD J

Form 4

November 01, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMONCIC RICHARD J

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)

C/O MICROCHIP TECHNOLOGY
INCORPORATED, 2355 WEST
CHANDLER BOULEVARD

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2004

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, Analog and Intrfc Prod Div

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

CHANDLER, AZ 85224-6199

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | | Price |
| Common Stock | 10/29/2004 | | M | | 16,453 | A | \$ 5.037 |
| | | | | | 89,338 | (1) (2) I | |
| | | | | | | | Held Directly and Indirectly by Trust and by Wife and Mother-in-Law (2) |
| Common Stock | 10/29/2004 | | M | | 23,547 | A | \$ 6.259 |
| | | | | | 112,885 | (3) I | |
| | | | | | | | Held Directly and Indirectly by Trust and by Wife and |

| | | | | | | | | |
|--------------|------------|---|--------|---|------------|-----------------------|---|--|
| Common Stock | 10/29/2004 | S | 40,000 | D | \$ 29.9315 | 72,885 ⁽⁴⁾ | I | Mother-in-Law ⁽³⁾ Held Directly and Indirectly by Trust and by Wife and Mother-in-Law ⁽⁴⁾ |
|--------------|------------|---|--------|---|------------|-----------------------|---|--|

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Common Stock Option (Right to Buy) | \$ 5.037 | 10/29/2004 | | M | 16,453 | 10/21/1999 04/30/2006 | Common Stock 16,453 |
| Common Stock Option (Right to Buy) | \$ 6.259 | 10/29/2004 | | M | 23,547 | 07/01/2002 04/01/2008 | Common Stock 23,547 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|-----------------------------------|
| | Director 10% Owner Officer Other |
| SIMONCIC RICHARD J C/O MICROCHIP TECHNOLOGY INCORPORATED | VP, Analog and Intrfc Prod Div |

2355 WEST CHANDLER BOULEVARD
CHANDLER, AZ 85224-6199

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

10/29/2004

____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) On 10/6/2004, the Reporting Person transferred ownership of 564 shares from Direct holding to Indirect holding, by Trust.
- (2) Of the 89,338 shares held, 21,240 shares were held Directly; 67,873 shares were held by Trust; and 225 shares were held by the Reporting Person's wife and mother-in-law.
- (3) Of the 112,885 shares held, 44,787 shares were held Directly; 67,873 shares were held by Trust; and 225 shares were held by the Reporting Person's wife and mother-in-law.
- (4) Of the 72,885 shares held, 4,787 shares were held Directly; 67,873 shares were held by Trust; and 225 shares were held by the Reporting Person's wife and mother-in-law.

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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