

MOORTHY GANESH

Form 4/A

February 19, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOORTHY GANESH

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**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2019

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
COO

CHANDLER, AZ 85224-6199

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/19/2019

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/15/2019		M		9,029	A	\$ 91.1	273,021	I	Shares held Indirectly, by Trust.
Common Stock	02/15/2019		F		3,921	D	\$ 91.1	269,100	I	Shares held Indirectly, by Trust.
Common Stock	02/15/2019		M		5,172	A	\$ 91.1	274,272	I	Shares held Indirectly, by Trust.

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Common Stock	02/15/2019	F	2,222	D	\$ 91.1	272,050	I	Shares held Indirectly, by Trust.
Common Stock	02/15/2019	M	323	A	\$ 91.1	272,373	I	Shares held Indirectly, by Trust.
Common Stock	02/15/2019	F	139	D	\$ 91.1	272,234	I	Shares held Indirectly, by Trust.
Common Stock	02/15/2019	M	1,269	A	\$ 91.1	273,503	I	Shares held Indirectly, by Trust.
Common Stock	02/19/2019	F	546	D	\$ 91.1	272,957	I	Shares held Indirectly, by Trust.
Common Stock	02/15/2019	M	163	A	\$ 91.1	273,120	I	Shares held Indirectly, by Trust.
Common Stock	02/15/2019	F	71	D	\$ 91.1	273,049	I	Shares held Indirectly, by Trust.

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

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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)		8. Price or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 91.1	02/15/2019		M		9,029		(1)	(1)	Common Stock	9,029	\$ 91.1
	\$ 91.1	02/15/2019		M		5,172		(2)	(2)		62,067	\$ 91.1

Restricted
Stock
Units

Common
Stock

Restricted
Stock
Units

\$ 91.1

02/15/2019

M

323

(4)

(4)

Common
Stock

323

Restricted
Stock
Units

\$ 91.1

02/15/2019

M

1,269

(5)

(5)

Common
Stock

1,269

Restricted
Stock
Units

\$ 91.1

02/15/2019

M

163

(6)

(6)

Common
Stock

163

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MOORTHY GANESH
C/O MICROCHIP TECHNOLOGY INCORPORATED
2355 WEST CHANDLER BOULEVARD
CHANDLER, AZ 85224-6199

COO

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

02/19/2019

__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) The restricted stock units will vest in full on February 15, 2019 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expenses in the quarter ended March 31, 2015. Vested shares will be delivered to the reporting person upon vest.

(2) The restricted stock units vest in twelve equal quarterly installments beginning November 15, 2017 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

(3) This Amended Form 4 is filed to accurately report the number of RSU shares remaining after the vest reported herein. All subsequent reports filed after this date are deemed to include the modification herein.

(4) The restricted stock units will vest in full on February 15, 2019 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended March 31, 2016. Vested shares will be delivered to the reporting person upon vest.

(5) The restricted stock units will vest in full on February 15, 2019 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended March 31, 2017. Vested shares will be delivered to the reporting person upon vest.

(6) The restricted stock units will vest in full on February 15, 2019 as long as the individual remains a service provider through the vesting date and the Company achieves performance targets for operating expense in the quarter ended March 31, 2018. Vested shares will be delivered to the reporting person upon vest.

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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