

SANGHI STEVE
Form 4

November 16, 2017

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 *
SANGHI STEVE

(Last) (First) (Middle)

C/O MICROCHIP TECHNOLOGY
INCORPORATED, 2355 WEST
CHANDLER BOULEVARD

(Street)

CHANDLER, AZ 85224-6199

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MICROCHIP TECHNOLOGY INC
[MCHP]

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

11/15/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President, CEO, Chairman

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

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	11/15/2017		M		23,424	A	\$ 89.59	4,556,213 ⁽¹⁾	I	Shares held by Trust and by Family Limited Partnership. ⁽¹⁾
Common Stock	11/15/2017		F		10,248	D	\$ 89.59	4,545,965 ⁽²⁾	I	Shares held by Trust and by Family Limited

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Common Stock	11/15/2017	M	12,352	A	\$ 89.59	4,558,317 ⁽³⁾ ⁽⁴⁾	I	Partnership. ⁽²⁾ Shares held by Trust and by Family Limited Partnership. ⁽³⁾ Shares held by Trust and by Family Limited Partnership. ⁽⁴⁾
Common Stock	11/15/2017	F	5,404	D	\$ 89.59	4,552,913 ⁽⁴⁾	I	

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)	8. Amount or Number of Shares
Restricted Stock Unit	\$ 89.59	11/15/2017		M	23,424	⁽⁵⁾ ⁽⁵⁾	Common Stock	23,424
Restricted Stock Units	\$ 89.59	11/15/2017		M	12,352	⁽⁶⁾ ⁽⁶⁾	Common Stock	148,235

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SANGHI STEVE C/O MICROCHIP TECHNOLOGY INCORPORATED 2355 WEST CHANDLER BOULEVARD	X President, CEO, Chairman

CHANDLER, AZ 85224-6199

Signatures

Deborah L. Wussler, as
Attorney-in-Fact

11/16/2017

__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 4,556,213 shares held, 1,603.277 shares were held by the Sanghi Trust; and 2,952,936 shares were held by The Sanghi Family Limited Partnership.
- (2) Of the 4,545,965 shares held, 1,593.029 shares were held by the Sanghi Trust; and 2,952,936 shares were held by The Sanghi Family Limited Partnership.
- (3) Of the 4,558,317 shares held, 1,605.381 shares were held by the Sanghi Trust; and 2,952,936 shares were held by The Sanghi Family Limited Partnership.
- (4) Of the 4,552,913 shares held, 1,599.977 shares were held by the Sanghi Trust; and 2,952,936 shares were held by The Sanghi Family Limited Partnership.

(5) The restricted stock units will vest in full on November 15, 2017 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 December 31, 2016. Vested shares will be delivered to the reporting person upon vest.

(6) 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 and the Company achieves performance targets for operating expense in the quarter ended December 31, 2015. 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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