

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### 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

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	—
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>J. Eric Bjornholt</b>	2. Issuer Name and Ticker or Trading Symbol <b>MICROCHIP TECHNOLOGY INC [ MCHP ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <b>Senior VP and CFO</b> <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)
(Last) (First) (Middle) <b>C/O MICROCHIP TECHNOLOGY INCORPORATED</b> <b>2355 WEST CHANDLER BOULEVARD</b>	3. Date of Earliest Transaction (Month/Day/Year) <b>01/02/2020</b>	
(Street) <b>CHANDLER AZ 85224-6199</b>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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								26,685	I	Shares held Indirectly, by Trust.

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	01/02/2020		A		1,010		(2)	(2)	Common Stock	1,010	\$0	1,010	D	

Performance Stock Units	\$0 <sup>(3)</sup>	01/02/2020		A		1,010		(3)	(3)	Common Stock	1,010	\$0	1,010	D	
Restricted Stock Units	\$0 <sup>(1)</sup>	01/02/2020		A		7		(4)	(4)	Common Stock	7	\$0	7	D	
Restricted Stock Units	\$0 <sup>(1)</sup>	01/02/2020		A		131		(5)	(5)	Common Stock	131	\$0	131	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Microchip Technology Incorporated common stock.
- The restricted stock units will vest in full on February 15, 2024 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 ending December 31, 2019. Vested shares will be delivered to the reporting person upon vest.
- Each Performance Stock Unit (PSU) granted under the Microchip Technology Incorporated (Microchip) 2004 Equity Incentive Plan represents a contingent right to receive shares of Microchip common stock based on the relative total shareholder return (TSR) of Microchip common stock compared to a peer group of twenty companies over a two-year period ending on December 31, 2021. The target number of PSU shares that may be earned is reported in the table above, the minimum number of shares that may be earned is zero if Microchip's TSR is at or lower than the 25th percentile of the peer group and the maximum number of shares that may be earned is 200% of the target if Microchip's TSR is at or higher than the 75th percentile of the peer group. Earned PSUs will vest on February 15, 2024 as long as the reporting person remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
- The restricted stock units will vest in full on February 15, 2022 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.
- The restricted stock units will vest in full on February 15, 2023 as long as the individual remains a service provider through the vesting date. Vested shares will be delivered to the reporting person upon vest.

Deborah L. Wussler, as Attorney-in-Fact      01/06/2020

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**