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

FORM 10-Q

(Mark One)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2004.

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from __________ to __________.

Commission File Number **0-25236**

M I C R E L, I N C O R P O R A T E D

(Exact name of Registrant as specified in its charter)

California	94-2526744
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2180 Fortune Drive, San Jose, CA 95131
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (408) 944-0800

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act. Yes [X] No [ ]

As of April 30, 2004 there were 92,322,402 shares of common stock, no par value, outstanding.

MICREL, INCORPORATED
INDEX TO
REPORT ON FORM 10-Q
FOR THE THREE MONTHS ENDED MARCH 31, 2004

ITEM 1. FINANCIAL STATEMENTS

MICREL, INCORPORATED

CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands, except share amounts)

	March 31, 2004	December 31, 2003 (1)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 136,138	$ 140,059
Short term investments	7,000	--
Accounts receivable, net	38,133	33,084
Inventories	34,322	31,108
Other current assets	2,646	2,132
Deferred income taxes	32,449	34,294
Total current assets	250,688	240,677
PROPERTY, PLANT AND EQUIPMENT, NET	87,904	87,993
DEFERRED INCOME TAXES	2,275	2,483
INTANGIBLE ASSETS, NET	8,606	5,771
OTHER ASSETS	393	515
TOTAL	$ 349,866	$ 337,439
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 16,331	$ 12,897
Taxes payable	7,603	7,627
Deferred income on shipments to distributors	14,435	12,272
Other current liabilities	16,536	12,152
Current portion of long-term debt	578	703
Total current liabilities	55,483	45,651
LONG-TERM DEBT	3,519	3,280
OTHER LONG-TERM OBLIGATIONS	4,487	4,899
SHAREHOLDERS' EQUITY:		
Preferred stock, no par value - authorized: 5,000,000 shares; issued and outstanding: none	--	--
Common stock, no par value - authorized: 250,000,000 shares; issued and outstanding: 2004 – 92,427,754 shares; 2003 - 92,522,513 shares	157,325	160,015
Deferred stock compensation	(3,070)	(3,954)
Accumulated other comprehensive loss	(26)	(25)
Retained earnings	132,148	127,573
Total shareholders' equity	286,377	283,609
TOTAL	$ 349,866	$ 337,439

(1) Derived from the audited balance sheet included in the Annual Report on Form 10-K of Micrel, Incorporated for the year ended December 31, 2003.

The accompanying notes are an integral part of these condensed consolidated financial statements.

MICREL, INCORPORATED

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except per share amounts)

	Three Months Ended March 31, 2004	Three Months Ended March 31, 2003
NET REVENUES	$ 61,261	$ 50,955
COST OF REVENUES*	33,717	30,411
GROSS PROFIT	27,544	20,544
OPERATING EXPENSES:		
Research and development	10,556	12,689
Selling, general and administrative	8,866	6,992
Amortization of deferred stock compensation*	595	766
Purchased in-process technology	480	--
Total operating expenses	20,497	20,447
INCOME FROM OPERATIONS	7,047	97
OTHER INCOME, NET	249	166
INCOME BEFORE INCOME TAXES	7,296	263
PROVISION FOR INCOME TAXES	2,721	89
NET INCOME	$ 4,575	$ 174
NET INCOME PER SHARE:		
Basic	$ 0.05	$ 0.00
Diluted	$ 0.05	$ 0.00
WEIGHTED AVERAGE SHARES USED IN COMPUTING PER SHARE AMOUNTS:		
Basic	92,518	92,039
Diluted	95,249	92,739
* Amortization of deferred stock compensation related to:		
Cost of revenues	$ 193	$ 301
Research and development	$ 218	$ 509
Selling, general and administrative	377	257
Total	$ 595	$ 766

The accompanying notes are an integral part of these condensed consolidated financial statements.

MICREL, INCORPORATED

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(In thousands)	Three Months Ended March 31, 2004	Three Months Ended March 31, 2003
NET CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:		
Net income	$ 4,575	$ 174
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	6,441	7,593
Stock based compensation	788	1,067
Purchased in-process technology	480	--
Deferred income taxes	2,493	370
Changes in operating assets and liabilities:		
Accounts receivable	(4,375)	(757)
Inventories	(3,034)	1,035
Prepaid expenses and other assets	(250)	(1,072)
Accounts payable	3,023	134
Income taxes	185	(274)
Other accrued liabilities	2,579	1,962
Deferred income on shipments to distributors	2,163	1,857
Net cash provided by operating activities	15,068	12,089
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(5,954)	(5,779)
Purchase of intangible assets	(1,030)	--
Purchases of short-term investments	(7,001)	--
Purchase of BlueChip Communications, net of cash acquired	(2,033)	--
Net cash used by investing activities	(16,018)	(5,779)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayments of long-term debt	(168)	(308)
Proceeds from the issuance of common stock, net	1,406	535
Repurchase of common stock	(4,209)	--
Net cash provided (used) by financing activities	(2,971)	227
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(3,921)	6,537
CASH AND CASH EQUIVALENTS - Beginning of period	140,059	117,363
CASH AND CASH EQUIVALENTS - End of period	$ 136,138	$ 123,900
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$ 98	$ 194
Income taxes	$ 62	$ --
Non-cash transactions:		
Deferred stock compensation (reversal)	$ (96)	$ (1,219)

The accompanying notes are an integral part of these condensed consolidated financial statements.

1. SIGNIFICANT ACCOUNTING POLICIES

Interim Financial Information - The accompanying condensed consolidated financial statements of Micrel, Incorporated and its wholly-owned subsidiaries ("Micrel" or the "Company") as of March 31, 2004 and for the three months ended March 31, 2004 and 2003 are unaudited. In the opinion of management, the condensed consolidated financial statements include all adjustments (consisting only of normal recurring accruals) that management considers necessary for a fair presentation of its financial position, operating results and cash flows for the interim periods presented. Operating results and cash flows for interim periods are not necessarily indicative of results for the entire year.

This financial data should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2003. This financial data should also be read in conjunction with the Company's critical accounting policies included in the Company's Annual Report on Form 10-K for the year ended December 31, 2003.

Net Income Per Common and Equivalent Share - Basic net income per share is computed by dividing net income by the number of weighted average common shares outstanding. Diluted net income per share reflects potential dilution from outstanding stock options using the treasury stock method. Reconciliation of weighted average shares used in computing earnings per share is as follows (in thousands):

	Three Months Ended March 31,	
	2004	**2003**
Weighted average common shares outstanding	92,518	92,039
Dilutive effect of stock options outstanding using the treasury stock method	2,731	700
Shares used in computing diluted net income per share	95,249	92,739

For the three months ended March 31, 2004 and 2003, 2.4 million and 4.2 million stock options, respectively, have been excluded from the weighted-average number of common shares outstanding for the diluted net income per share computations as they were anti-dilutive.

Stock Based Awards - The Company accounts for stock-based awards to employees using the intrinsic value method in accordance with Accounting Principles Board Opinion ("APB") No. 25, "Accounting for Stock Issued to Employees". Deferred stock compensation balances are recorded as a contra-equity amount and amortized as a charge to operating results over the applicable vesting periods. As of March 31, 2004 total unamortized stock compensation was $3.1 million.

SFAS No. 123, "Accounting for Stock-Based Compensation," requires the disclosure of pro forma net income and earnings per share had the Company applied the fair value method. Under SFAS 123, the fair value of stock-based awards to employees is calculated through the use of option pricing models, even though such models were developed to estimate the fair value of freely tradable, fully transferable options without vesting restrictions, which significantly differ from the Company's stock option awards. These models also require subjective assumptions, including future stock volatility and expected time to exercise, which greatly affect the calculated values. The Company's calculations for the fair value of stock options were made using the Black-Scholes option pricing model with the following weighted average assumptions for the three months ended March 31, 2004 and 2003, respectively: expected life, 60 months; stock volatility, 81.7% and 85.8%; risk free interest rates, 2.8% and 2.92%; and no dividends during the expected term. The Company's calculations are based on a multiple option valuation approach and forfeitures are recognized as they occur. The Company's calculations for the fair value of stock issued under the employee stock purchase plan were made using the Black-Scholes option pricing model with the following weighted average assumptions: expected life, 6 months; stock volatility, 81.7% in 2004 and 86.1% in 2003; risk free interest rates, 1.98% in 2004 and 1.92% in 2003; and no dividends during the term.

SFAS No. 148 was issued in December 2002 and amended SFAS No. 123 to require that disclosures of the pro forma effect of using the fair value method of accounting for stock-based employee compensation be displayed more prominently and in a tabular format. The following table illustrates the effect on the Company's net income and net income per share if it had recorded compensation costs based on the estimated grant date fair value as defined by SFAS No. 123 for all granted stock-based awards. (in thousands, except per share amounts):

	Three Months Ended March 31, 2004	Three Months Ended March 31, 2003
Net income as reported	$ 4,575	$ 174
Add: stock-based employee compensation expense included in reported net income, net of tax effects	479	649
Deduct: stock-based employee compensation expense determined under fair value based method, net of tax effects	(3,035)	(3,351)
Pro forma net income (loss)	$ 2,020	$ (2,528)
Net income per share as reported:		
Basic	$ 0.05	$ 0.00
Diluted	$ 0.05	$ 0.00
Pro forma net income (loss) per share:		
Basic	$ 0.02	$ (0.03)
Diluted	$ 0.02	$ (0.03)

2. RECENTLY ISSUED ACCOUNTING STANDARDS

In January 2003, the Financial Accounting Standards Board ("FASB" or the "Board") issued Interpretation No. 46 ("FIN 46") "Consolidation of Variable Interest Entities." FIN 46 requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 is effective immediately for all new variable interest entities created or acquired after January 31, 2003. In December 2003, the FASB issued a revision of FIN 46 that delays the implementation date for certain interests created or acquired prior to January 31, 2003 until the first interim or annual period ending after March 15, 2004. The adoption of this statement had no material effect on the Company's consolidated financial statements.

In May 2003, the FASB issued Statement of Accounting Standards No. 150 ("SFAS No. 150"), "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity." SFAS No. 150 changes the accounting guidance for certain financial instruments that, under previous guidance, could be classified as equity or "mezzanine" equity by now requiring those instruments to be classified as liabilities (or assets in some circumstances) in the statement of financial position. Further, SFAS No. 150 requires disclosure regarding the terms of those instruments and settlement alternatives. SFAS No. 150 is generally effective for all financial instruments entered into or modified after May 31, 2003, and is otherwise effective at the beginning of the first interim period beginning after June 15, 2003. While the effective date of certain elements of SFAS No. 150 have been deferred, the adoption of such elements when finalized is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

3. INVENTORIES

Inventories consist of the following (in thousands):

	March 31, 2004	December 31, 2003
Finished goods	$ 12,063	$ 9,787
Work in process	21,490	20,425
Raw materials	769	896
	$ 34,322	$ 31,108

4. BORROWING ARRANGEMENTS

Borrowing arrangements consist of a $5 million revolving line of credit from a commercial bank. The revolving line of credit agreement includes a provision for the issuance of commercial or standby letters of credit by the bank on behalf of the Company. The value of all letters of credit outstanding reduces the total line of credit available. There were no borrowings under the revolving line of credit at March 31, 2004, and there were $550,000 in standby letters of credit outstanding. The revolving line of credit agreement expires on June 30, 2005. Borrowings under the revolving line of credit bear interest rates of, at the Company's election, the prime rate (4.0% at March 31, 2004), or the bank's revolving offshore rate, which approximates LIBOR (1.11% at March 31, 2004) plus 2.0%. The agreement contains certain restrictive covenants that include a restriction on the declaration and payment of dividends without the lender’s consent. The Company was in compliance with all such covenants at March 31, 2004.

In September 2002, the Company borrowed $10.7 million through a commercial mortgage financing agreement which was associated with the purchase of its previously leased manufacturing facilities in San Jose, CA. Borrowings under this agreement bear interest, at the Company's election, at the daily floating prime rate (4.0% at March 31, 2004), or adjustable monthly LIBOR (1.11% at March 31, 2004) plus 1.5%. The principal balance of the loan shall be paid in 59 consecutive monthly installments of $16,890 and one final installment in the amount necessary to pay in full the remaining outstanding principal balance, with no early payment penalty. In December 2003, the company repaid $7.0 million of loan, resulting in a remaining loan balance of $3.4 million at March 31, 2004. The mortgage agreement contains certain restrictive covenants with which the Company was in compliance at March 31, 2004.

As of March 31, 2004, the Company had $3.6 million under term notes outstanding.

5. SIGNIFICANT CUSTOMERS

During the three months ended March 31, 2004, two customers, a world wide distributor and an Asian based stocking representative, accounted for $10.2 million (17%) and $6.1 million (10%) of net revenues, respectively. During the three months ended March 31, 2003, the same two customers accounted for $8.0 million (16%) and $5.1 million (10%) of net revenues, respectively. No direct original equipment manufacturer ("OEM") accounted for more than 10% of net revenues.

As of March 31, 2004, one customer, an Asian based stocking representative, accounted for 11% of net accounts receivable. At December 31, 2003, two customers accounted for 19% and 13% of total accounts receivable.

6. COMPREHENSIVE INCOME

Comprehensive income, which was comprised of the Company's net income for the periods and changes in unrealized gains or losses on investments, was $4.6 million and $173,000 for the three months ended March 31, 2004 and 2003, respectively.

7. SEGMENT REPORTING

The Company follows the provisions of SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information and operates in two reportable segments: standard products and custom and foundry products. The chief operating decision maker evaluates segment performance based primarily on revenue. Accordingly, all expenses are not allocated to segments. Therefore, it is not practical to show profit or loss by operating segments. Also, the chief operating decision maker does not assign assets to these segments. Consequently, it is not practical to show assets by operating segments.

Net Revenues by Segment

(dollars in thousands)	Three Months Ended March 31, 2004	Three Months Ended March 31, 2003
Net Revenues:		
Standard Products	$ 58,634	$ 45,254
Custom and Foundry Products	2,627	5,701
Total net revenues	$ 61,261	$ 50,955
As a Percentage of Total Net Revenues:		
Standard Products	96%	89%
Custom and Foundry Products	4	11
Total net revenues	100%	100%

8. LITIGATION AND OTHER CONTINGENCIES

On February 26, 1999, the Lemelson Medical, Education & Research Foundation (the “Lemelson Partnership”) filed a complaint which was served on the Company on June 15, 1999, entitled Lemelson Medical, Education & Research Foundation, Limited Partnership v. Lucent Technologies Inc., et al. in the United States District Court in Phoenix, Arizona, against eighty-eight defendants, including the Company, alleging infringement of Lemelson Foundation patents. The complaint in the lawsuit seeks unspecified compensatory damages, treble damages and attorneys' fees, as well as injunctive relief against further infringement of the Lemelson patents at issue. The case is currently in the motion and hearing phase. The Company intends to continue to defend itself against these claims.

On May 9, 1994, Linear Technology Corporation (“Linear” or “LTC”), a competitor of the Company, filed a complaint against the Company, entitled Linear Technology Corporation v. Micrel, Incorporated, in the United States District Court in San Jose, California, alleging patent and copyright infringement and unfair competition. All claims, except the patent infringement claim, have been settled or dismissed. The complaint in the lawsuit seeks unspecified compensatory damages, treble damages and attorneys' fees as well as preliminary and permanent injunctive relief against infringement of the Linear patent at issue. On August 20, 1999, the United States District Court in San Jose adjudicated in favor of the Company on a motion, finding the patent to be invalid under the “on sale bar” defense as the plaintiff had placed ICs containing the alleged invention on sale more than a year before filing its patent application. The United States District Court in San Jose dismissed the plaintiff’s complaint on the merits of the case and awarded the Company its legal costs. Linear appealed the trial Court's decision to the United States Court of Appeal for the Federal Circuit ("CAFC") on September 17, 1999. On December 28, 2001, the CAFC reversed the District Court’s judgment of invalidity and remanded the case to the District Court. After the Company's Petition for Rehearing En Banc by the Court of Appeal was denied, the Company filed a Petition for Writ of Certiorari with the Supreme Court of the United States, which Linear opposed. On May 19, 2003, the Supreme Court denied the Petition for Writ of Certiorari. The District Court subsequently determined a schedule for further discovery and hearing matters before the Court. A claim construction hearing (also called a “Markman” hearing) was held before the District Court on December 16, 2003. The Court issued its ruling on January 24, 2004, interpreting the claims at issue in the litigation. Furthermore, the parties have attended three settlement conferences before the District Court. The Company intends to continue to defend itself against the claims alleged in this litigation.

On December 27, 2002, the Company filed a complaint against TRW, Inc. ("TRW") entitled Micrel, Incorporated v. TRW, Inc., dba TRW Automotive Electronics Group, in the United States District Court, Northern District of Ohio, Eastern Division, alleging various causes of action relating to breach of a relationship surrounding the development of certain custom products by Micrel for TRW. In this lawsuit, Micrel is alleging that TRW breached various agreements to assist in Micrel's development of, and to purchase, certain Application Specific Integrated Circuits. The complaint seeks compensatory damages, attorneys' fees and costs of suit. On February 24, 2003, TRW filed an answer to the Company's complaint and a counterclaim alleging various causes of action relating to breach of the above-mentioned relationship concerning ASIC development. The Company intends to vigorously defend itself against these counterclaims. The case is currently in the motion and discovery phase.

On April 21, 2003, the Company filed a complaint against its former principal accountants Deloitte & Touche LLP ("Deloitte") entitled Micrel, Incorporated v. Deloitte & Touche LLP in the Superior Court of the State of California, County of Santa Clara, alleging various causes of action relating to certain professional advice received by Micrel from Deloitte. In this lawsuit, Micrel is alleging that Deloitte negligently rendered services as accountants to Micrel, breached certain agreements with Micrel by failing to perform services using ordinary skill and competence and in conformance with generally accepted principles for such work and made certain false representations upon which Micrel justifiably relied. As a direct result of Deloitte's actions, Micrel alleges damages including: expenses incurred in the form of payments to various professionals to address the impact on Micrel's financial statements and other effects of the wrongful conduct; loss of cash as well as equity from stock options; additional charges to earnings that Micrel would not incur but for the wrongful advice; additional potential liability for taxes; potential liability for tax penalties; and the harm to Micrel in both financial and semiconductor markets resulting in loss of overall value of the company as a whole. Deloitte has denied all allegations in the complaint. The complaint seeks compensatory damages, costs of suit and such other relief that the court may deem just and proper. The case is currently in the discovery phase.

The Company believes that the ultimate outcome of the legal actions discussed above will not result in a material adverse effect on the Company's financial condition, results of operation or cash flows. However, litigation is subject to inherent uncertainties, and no assurance can be given that the Company will prevail in these lawsuits. Accordingly, the pending lawsuits, as well as potential future litigation with other companies, could result in substantial costs and diversion of resources and could have a material adverse effect on the Company's financial condition, results of operations or cash flows.

The semiconductor industry is characterized by frequent litigation regarding patent and other intellectual property rights. To the extent that the Company becomes involved in such intellectual property litigation, it could result in substantial costs and diversion of resources to the Company and could have a material adverse effect on the Company's financial condition, results of operation or cash flows.

In the event of an adverse ruling in any intellectual property litigation that now exists or might arise in the future, the Company might be required to discontinue the use of certain processes, cease the manufacture, use and sale of infringing products, expend significant resources to develop non-infringing technology or obtain licenses to the infringing technology. There can be no assurance, however, that under such circumstances, a license would be available under reasonable terms or at all. In the event of a successful claim against the Company and the Company's failure to develop or license substitute technology on commercially reasonable terms, the Company's financial condition, results of operations, or cash flows could be adversely affected.

Certain additional claims and lawsuits have been filed by or have arisen against the Company in its normal course of business. The Company believes that these claims and lawsuits will not have a material adverse effect on the Company's financial condition, results of operation or cash flows.

9. STOCK REPURCHASE PROGRAM

On March 11, 2004 Micrel's Board of Directors amended the Company's common stock repurchase program and authorized the repurchase of common stock up to a maximum value of $25 million during the year 2004. Shares of common stock purchased pursuant to the repurchase program are cancelled upon repurchase, and are intended to offset dilution from the Company's stock option plans, employee stock purchase plans and 401(k) plan. The Company repurchased 285,050 shares of its common stock for $4.2 million during the quarter ended March 31, 2004.

10. CLOSURE OF WAFER FABRICATION FACILITY

In September 2002, the Company approved a plan to close its Santa Clara, California wafer fabrication facility to reduce costs and improve operating efficiencies. The Company accrued $5.5 million in restructuring expenses associated with the facility closure which consisted of $1.0 million for equipment disposal costs and $4.5 million in net contractual building lease costs, excluding estimated sublease income, that will provide no future benefit. During July 2003, the Company ceased all manufacturing processes within the Santa Clara facility and completed the relocation of all employees to its San Jose, CA facilities.

During the third quarter of 2003, the Company also incurred and paid severance costs of $320,000 related to the termination of 46 employees associated with the wafer fabrication facility closure. The affected employees consisted primarily of wafer fabrication operators and maintenance technicians. These termination costs have been reported as restructuring expense in the statement of operations.

A summary of restructuring expense accrual is as follows: ($000)

		Severance Costs	Contractual Facility Costs	Equipment Disposal	Total
Balance December 31, 2002		$ --	$ 4,536	$ 1,000	$ 5,536
2003	Charges	320	466	(500)	286
	Uses	(320)	(883)	(89)	(1,292)
Balance December 31, 2003		$ --	$ 4,119	$ 411	$ 4,530
2004	Charges	--	--	--	--
	Uses	--	(416)	(43)	(459)
Balance March 31, 2004		$ --	$ 3,703	$ 368	$ 4,071

Of the $4.1 million in accrued restructuring costs, $2.0 million has been classified as other current liabilities and the remaining $2.1 million has been classified as other long-term obligations as of March 31, 2004. These restructuring costs are expected to be paid in cash over the remaining facility lease term, which expires in October 2006. Actual future costs or actual sublease income may be different than these estimates and could require an adjustment to restructuring expense in the period such determination is made.

11. ACQUISITION

On March 3, 2004, Micrel acquired a controlling interest in BlueChip Communications AS ("BlueChip") of Oslo, Norway. BlueChip is a fabless semiconductor company that designs, develops and markets high performance Radio Frequency integrated circuits and modules for the actuation and connectivity markets. Micrel acquired approximately 94% of the outstanding BlueChip securities and options to purchase BlueChip securities in a cash-for-stock transaction. Under the terms of the agreement, Micrel paid approximately $2 million and incurred approximately $300,000 in direct acquisition costs for the outstanding BlueChip securities and options. Also, Micrel will pay additional consideration of approximately $1 million if certain revenue and gross profit targets are met by the BlueChip operation during calendar year 2004. The acquisition was accounted for as a purchase under SFAS 141 "Business Combinations" and, accordingly, the results of operations of BlueChip from the date of acquisition forward have been included in the Company's condensed consolidated financial statements.

An amount of $480,000 was allocated to purchased in-process technology, which has not reached technological feasibility and has no alternative future use, for which the Company recorded a charge to the line item purchased in-process technology in the condensed consolidated statement of operations for the three months ended March 31, 2004. In addition, $1.7 million was allocated to existing technology and $450,000 was allocated to customer relationships and are included in intangible assets in the accompanying condensed consolidated balance sheet. These intangible assets are expected to be amortized over their useful lives of five and three years, respectively. The amounts assigned to existing technology, customer relationships and purchased in-process technology were valued by an independent appraisal firm based on management's forecast of future revenues, cost of revenues and operating expenses related to the purchased technologies. The calculation gave consideration to relevant market sizes and growth factors, expected industry trends, the anticipated nature and timing of new product introductions, individual product cycles, and the estimated lives of each of the products underlying the technology. In-process research and development costs consist of five research and development projects that had not yet reached technological feasibility at the time of acquisition.

The Company has not presented supplemental pro-forma results of operations reflecting the impact of the BlueChip acquisition as the effect is not material.

In addition, Micrel has recorded an intangible asset of $800,000 for the license of certain developed technology pursuant to a pre-acquisition development and license agreement which was entered into with BlueChip in 2001. This intangible asset is being amortized over its estimated useful life of five years.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

The statements contained in this Report on Form 10-Q that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements regarding the Company’s expectations, hopes, intentions or strategies regarding the future. Forward-looking statements include: statements regarding future products or product development; statements regarding future research and development spending and the Company’s product development strategy; statements regarding the levels of international sales; statements regarding future expansion or utilization of manufacturing capacity; statements regarding future expenditures; and statements regarding current or future acquisitions. All forward-looking statements included in this document are based on information available to the Company on the date hereof, and the Company assumes no obligation to update any such forward-looking statements. It is important to note that our actual results could differ materially from those in such forward-looking statements. Some of the factors that could cause actual results to differ materially are set forth below. Additional factors that may affect operating results are contained within the Company's Form 10-K for the year ended December 31, 2003.

Micrel designs, develops, manufactures and markets a range of high-performance analog power integrated circuits ("ICs"), mixed-signal and digital ICs. These circuits are used in a wide variety of electronics products, including those in the computer, telecommunications, industrial and networking markets. In addition to standard products, the Company manufactures custom analog and mixed-signal circuits and provides wafer foundry services.

Rapid growth in dollar shipments of semiconductors of 38% in 2000 was followed by the most severe downturn in the history of the semiconductor industry in 2001. Customer demand for the Company’s products declined sharply in 2001 as customers reacted to the economic recession in the United States and high inventory levels of semiconductor components by reducing order rates. The resulting environment, which continued from the beginning of 2001 through the second quarter of 2003, was characterized by reduced demand for the Company’s products, especially from customers serving the high speed communications market, and by poor visibility into future customer demand. The Company’s gross profit and net income declined in 2001 and 2002 due to lower unit volume, declining selling prices for the Company’s products and an increased level of unabsorbed fixed costs due to lower utilization levels of the Company’s wafer fabrication lines. In response to this environment, the Company focused on reducing costs in 2001, 2002 and 2003.

The Company's objective was to align its cost structure with the reduced revenue levels while retaining sufficient manufacturing capacity, and sustaining a level of research and development investment that should facilitate future growth. In addition to reducing discretionary spending and payroll costs, the Company sought to significantly reduce its manufacturing costs. One of the Company’s most significant cost reduction actions was the consolidation of its Santa Clara, California wafer fabrication operation into its San Jose, California wafer fabrication facility. This action commenced in 2002 and was completed in 2003. By the end of 2003, the Company’s manufacturing cost reduction efforts had offset a substantial portion of the erosion in gross profit resulting from the decline in average selling prices. The Company continued to invest in research and development at a rate in excess of 20% of revenues while selling, general and administrative spending was reduced to a level in 2003 which approached 1999 spending. Throughout the 2001 to 2003 period the Company continued to generate positive cash flows from operations.

As a result of its cost reduction actions, the Company returned to profitability in 2003 after recording a loss on an annual basis for the first time in its history in 2002 primarily due to the effect of charges related to the manufacturing consolidation and from the one time acceleration of stock compensation expense due to the Company’s stock option exchange offer. The first half of 2003 was characterized by the continuation of limited visibility into, and uncertainty of, customer demand. The uncertainty of demand was compounded in the first half of 2003 by events such as the war in Iraq and the outbreak of severe acute respiratory syndrome in Asia ("SARS"). The Company’s quarterly revenues remained relatively flat, averaging $50 million per quarter for the first half of 2003. The Company recorded a small net loss for this period. In the second half of 2003, customer demand increased as the United States’ and Asian economies began to grow more rapidly. The Company’s new order rates, or bookings, grew faster than revenue in the third and fourth quarter of 2003, resulting in sequential growth in both revenues and order backlog. The growth in new orders and revenues in the second half of 2003 was driven by demand for the Company’s standard products from customers serving the communications, computing, industrial and wireless handset end markets. Gross margins and net income increased in the second half of 2003.

In the first quarter of 2004, demand for the Company's products continued to grow. New order rates increased compared with both the first and fourth quarters of 2003. Since new order rates in the first quarter were greater than revenues, the backlog of orders at the end of March was at its highest level in over three years. Strength in demand from customers serving the industrial and wireline communications end markets offset seasonal slowness in demand from customers in the computing and wireless handset markets, resulting in higher revenues on both a sequential and year-over-year basis. The combination of higher revenues, a richer, higher margin sales mix and lower manufacturing costs led to an improved gross profit margin of 45% in the first quarter. Operating expenses were essentially level with the first quarter of 2003, which resulted in almost 100% of the year-over-year increase in gross profit falling through to increase operating profit. The Company expects that future revenue increases would result in increased operating expenses and that there can be no assurance that future revenue increases would result in the same high rate of incremental operating profit increases.

On March 3, 2004, Micrel acquired a controlling interest in BlueChip Communications AS ("BlueChip") of Oslo, Norway. BlueChip is a fabless semiconductor company that designs, develops and markets high performance Radio Frequency integrated circuits and modules for the actuation and connectivity markets. The acquisition was accounted for as a purchase under SFAS 141 "Business Combinations" and, accordingly, the results of operations of BlueChip from the date of acquisition forward have been included in the Company's condensed consolidated financial statements. In addition, $480,000 was expensed to purchased in-process technology in the three months ended March 31, 2004 (see Note 11 of Notes to Condensed Consolidated Financial Statements).

The Company derives a substantial portion of its net revenues from standard products. For the three months ended March 31, 2004 and 2003 the Company's standard products sales accounted for 96% and 89%, respectively, of the Company's net revenues. The Company believes that a substantial portion of its net revenues in the future will depend upon standard products sales, although such sales as a proportion of net revenues may vary as the Company adjusts product output levels to correspond with varying economic conditions and demand levels in the markets which it serves. The standard products business is characterized by short-term orders and shipment schedules, and customer orders typically can be canceled or rescheduled without significant penalty to the customer. Since most standard products backlog is cancelable without significant penalty, the Company typically plans its production and inventory levels based on internal forecasts of customer demand, which is highly unpredictable and can fluctuate substantially. In addition, the Company is limited in its ability to reduce costs quickly in response to any revenue shortfalls.

The Company may experience significant fluctuations in its results of operations. Factors that affect the Company's results of operations include the volume and timing of orders received, changes in the mix of products sold, the utilization level of manufacturing capacity, competitive pricing pressures and the successful development of new products. These and other factors are described in further detail later in this discussion. As a result of the foregoing or other factors, there can be no assurance that the Company will not experience material fluctuations in future operating results on a quarterly or annual basis, which could materially and adversely affect the Company's business, financial condition, results of operations or cash flows.

Critical Accounting Policies and Estimates

The financial statements included in this Form 10-Q and discussed within this Management's Discussion and Analysis of Financial Condition and Results of Operations have been prepared in accordance with accounting principles generally accepted in the United States. Preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments. Management bases its estimates and judgments on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. For a detailed discussion of the Company's significant accounting policies, see Note 1 of Notes to Consolidated Financial Statements in Item 14 of the Company's Annual Report on Form 10 K for the year ended December 31, 2003.

Revenue Recognition and Receivables. Micrel generates revenue by selling products to original equipment manufacturers ("OEM"s), distributors and stocking representatives. Stocking representative firms may buy and stock the Company's products for resale or may act as the Company's sales representative in arranging for direct sales from the Company to an OEM customer. The Company's policy is to recognize revenue from sales to customers when the rights and risks of ownership have passed to the customer, when persuasive evidence of an arrangement exists, the product has been delivered, the price is fixed or determinable and collection of the resulting receivable is reasonably assured.

Micrel allows certain distributors, primarily located in North America and Europe, significant return rights, price protection and pricing adjustments subsequent to the initial product shipment. Micrel defers recognition of revenue and related cost of sales (in the balance sheet line item “deferred income on shipments to distributors”) derived from sales to these distributors until they have resold the Company's products to their customers. Sales to OEM customers and stocking representatives, primarily located in Asia, which have limited return rights and pricing adjustments, are recognized upon shipment and a related returns allowance is established based upon historical return rates. Actual future returns could be different than the returns allowance established.

The Company also maintains an allowance for doubtful accounts for estimated uncollectible accounts receivables. This estimate is based on an analysis of specific customer creditworthiness and historical bad debts experience. Actual future uncollectible amounts could exceed the doubtful accounts allowance established.

Inventory Valuation. Inventories are stated at the lower of cost (first-in, first-out method) or market. The Company records adjustments to write down the cost of obsolete and excess inventory to the estimated market value based on historical and forecasted demand for its products. If actual future demand for the Company's products is less than currently forecasted, additional inventory adjustments may be required. Once a reserve is established, it is maintained until the product to which it relates is sold or otherwise disposed of. This treatment is in accordance with Accounting Research Bulletin 43 and SEC Staff Accounting Bulletin 100 "Restructuring and Impairment Charges."

Income Taxes. Deferred tax assets and liabilities result primarily from temporary timing differences between book and tax valuation of assets and liabilities, state and federal research and development credit carryforwards and state manufacturers credit carryforwards. The Company had net deferred tax assets of $34.7 million as of March 31, 2004. The Company must assess the likelihood that future taxable income levels will be sufficient to ultimately realize the tax benefits of these deferred tax assets. The Company currently believes that future taxable income levels will be sufficient to realize the tax benefits of these deferred tax assets and has not established a valuation allowance. Should the Company determine that future realization of these tax benefits is not likely, a valuation allowance would be established, which would increase the Company's tax provision in the period of such determination.

In addition, the calculation of the Company's tax liabilities involves dealing with uncertainties in the application of complex tax regulations. The Company records liabilities for anticipated tax audit issues based on its estimate of whether, and the extent to which, additional taxes may be due. Actual tax liabilities may be different than the recorded estimates and could result in an additional charge or benefit to the tax provision in the period when the ultimate tax assessment is determined.

Litigation. The semiconductor industry is characterized by frequent litigation regarding patent and other intellectual property rights. The Company is currently involved in such intellectual property litigation (see Note 8 of Notes to Condensed Consolidated Financial Statements) and has not accrued a liability for such litigation. The Company regularly evaluates current information available to determine whether such accruals should be made. An estimated liability would be accrued when it is determined to be probable that a liability has been incurred and the amount of loss can be reasonably estimated. If the Company were to determine that such a liability was probable and could be reasonable estimated, the adjustment would be charged to income in the period such determination was made.

Results of Operations

The following table sets forth certain operating data as a percentage of total net revenues for the periods indicated:

	Three Months Ended March 31,	
	2004	**2003**
Net revenues	100.0%	100.0%
Cost of revenues	55.0	59.7
Gross profit	45.0	40.3
Operating expenses:		
Research and development	17.2	24.9
Selling, general and administrative	14.5	13.7
Amortization of deferred stock compensation	1.0	1.5
Purchased in-process technology	0.8	--
Total operating expenses	33.5	40.1
Income from operations	11.5	0.2
Other income, net	0.4	0.3
Income before income taxes	11.9	0.5
Provision for income taxes	4.4	0.2
Net income	7.5%	0.3%

Net Revenues. For the three months ended March 31, 2004, net revenues increased 20% to $61.3 million from $51.0 million for the same period in the prior year. This increase was primarily due to increased standard products revenues, which were partially offset by decreased custom and foundry products revenues. The Company derives a substantial portion of its net revenues from standard products, which represented 96% and 89%, respectively, of net revenues for the three months ended March 31, 2004 and 2003.

Standard products revenues increased 29% to $58.6 million, for the three months ended March 31, 2004, from $45.3 million for the same period in the prior year. The increase resulted primarily from increased unit shipments of industrial, high bandwidth communications and network communications products.

Custom and foundry products revenues decreased 54% to $2.6 million representing 4% of net revenues, for the three months ended March 31, 2004, from $5.7 million or 11% of net revenues for the same period in the prior year. The decrease resulted primarily from the cessation of low margin foundry business with a single customer, Lexmark.

Customer demand for semiconductors can change quickly and unexpectedly. As a result of the slowing global economy, a rapid build-up of semiconductor inventories in global sales channels occurred during 2001, causing lead times for components to fall precipitously. Although it is generally believed that industry wide channel inventories have decreased substantially since 2001, the short lead time environment continued from the middle of 2001 through the end of 2003 as a result of underutilization of manufacturing capacity and relatively high levels of work-in-process inventories within the semiconductor industry. From the middle of 2001 through 2003, customers perceived that semiconductor components were readily available and ordered only for their short-term needs, resulting in historically low order backlog levels. The Company’s revenue levels have been highly dependent on the amount of new orders that are received for which product is requested to be delivered to the customer within the same quarter. Within the semiconductor industry these orders that are booked and shipped within the quarter are called “turns fill” orders. When the turns fill level exceeds approximately 35% of quarterly revenue, it makes it very difficult to predict near term revenues and income. Because of the long cycle time to build its products, the Company’s lack of visibility into demand when turns fill is high makes it difficult to predict what product to build to match future demand. The Company averaged approximately 55% turns fill per quarter during 2003.

The turns fill for the first quarter of 2004 was approximately 45%. The Company experienced an increase in order rates and backlog in the second half of 2003 which continued in the first quarter of 2004, indicating that demand for semiconductors may be increasing and that customers may be becoming more concerned about product availability. When lead times, order backlog and industry-wide capacity utilization increase, as they have since the fourth quarter of 2003, the semiconductor industry historically has experienced four to six quarters of growth. However, the sustainability of improved customer demand is uncertain and highly dependent on economic conditions. Although the Company’s order backlog at the end of March was at the highest level in over three years, the turns fill requirement, together with the uncertainty of product mix and pricing, make it difficult to predict future levels of sales and profitability and may require the Company to continue to carry higher levels of inventory.

International sales represented 76% and 68% of net revenues for the three months ended March 31, 2004 and 2003, respectively. On a dollar basis, international sales increased 34% to $46.6 million for the three months ended March 31, 2004 from $34.8 million for the comparable period in 2003. This increase resulted primarily from increased shipments of industrial, high bandwidth communications and network communications products, primarily in Asia and to a lesser extent Europe.

The trend for the Company’s customers to move their electronics manufacturing to Asian countries has brought increased pricing pressure for Micrel and other semiconductor manufacturers. Asian based manufacturers are typically more concerned about cost and less concerned about the capability of the integrated circuits they purchase. This can make it more difficult for United States based companies to differentiate themselves except by price. The increased concentration of electronics procurement and manufacturing in the Asia Pacific region has led, and may continue to lead, to continued price pressure for the Company’s products in the future.

Gross Profit. Gross profit is affected by a variety of factors including the volume of product sales, product mix, manufacturing utilization, product yields and average selling prices. The Company's gross margin increased to 45% for the three months ended March 31, 2004 from 40% for the comparable period in 2003. This increase in gross margin resulted primarily from a greater sales mix of higher margin products. During the quarter the company reduced sales of low margin foundry products and increased sales of higher margin high bandwidth communications products. In addition, the Company benefited from decreased wafer fabrication costs resulting from the Company's wafer fabrication consolidation project (see Note 10 of Notes to Condensed Consolidated Financial Statements) and lower costs for external assembly and test manufacturing services and the sale of approximately $1 million of previously reserved inventory. Facility and equipment capacity utilization of the Company's San Jose, CA wafer fabrication facility was approximately 50% for the three months ended March 31, 2004 and 2003.

If the global economy continues to expand, resulting in continued increases in demand for the Company’s products, the Company believes that gross margin should increase in future periods. The Company currently has the ability to increase manufacturing output in response to higher customer demand. Should this occur, the Company’s fixed cost will be spread over a larger sales volume which should result in a higher gross margin.

Research and Development Expenses. Research and development expenses include costs associated with the development of new processes and the definition, design and development of new products. The Company also expenses prototype wafers and new production mask sets related to new products as research and development costs until products based on new designs are fully characterized by the Company and are demonstrated to support published data sheets and satisfy reliability tests.

Research and development expenses represented 17% and 25% as a percentage of net revenues, for the three months ended March 31, 2004 and 2003, respectively. On a dollar basis, research and development expenses decreased $2.1 million or 17% to $10.6 million for the three months ended March 31, 2004 from $12.7 million for the comparable period in 2003. The decrease was primarily due to decreased prototype fabrication costs combined with reduced staffing costs and reduced mask costs. The Company believes that the development and introduction of new products is critical to its future success and expects to continue its investment in research and development activities in the future.

Selling, General and Administrative Expenses. As a percentage of net revenues, selling, general and administrative expenses represented 15% and 14% for the three months ended March 31, 2004 and 2003, respectively. On a dollar basis, selling, general and administrative expenses increased $1.9 million or 27% to $8.9 million for the three months ended March 31, 2004 from $7.0 million for the comparable period in 2003. The dollar increases were principally attributable to increased commissions related to higher revenues, increased outside legal costs and increased staffing costs.

Purchased in-process technology. Associated with the acquisition of BlueChip, Micrel allocated $2.6 million of the total purchase cost to intangible assets. Of that amount, $480,000 was expensed to purchased in-process technology, which has not reached technological feasibility and has no alternative future use, in the three months ended March 31, 2004. The remaining intangible assets of $2.1 million, consisting of $1.7 million existing technology and $450,000 customer relationships, are included in intangible assets in the accompanying balance sheets and are being amortized over their useful lives of three to five years (see Note 11 of Notes to Condensed Consolidated Financial Statements). The amortization of these intangible assets included in the three months ended March 31, 2004 was $36,000 and is estimated to be $143,000 in each remaining quarter of 2004.

Other Income, Net. Other income, net reflects interest income from investments in short-term, investment-grade, securities and money market funds offset by interest expense incurred on term notes, combined with other non-operating income or expenses. Other income, net increased $83,000 to $249,000 for the three months ended March 31, 2004 from $166,000 for the comparable period in 2003. The increase was primarily due to decreased interest expense resulting from a decrease in average debt.

Provision for Income Taxes. For the three months ended March 31, 2004, the provision for income taxes was 37% of pretax income, as compared to 34% for the comparable period in 2003. The income tax provision for the three months ended March 31, 2004 is based on the Company’s estimated annual effective tax rate of 35%, but includes an adjustment for the purchased in-process technology charge which is non-deductible for income tax purposes. The estimated provision for income taxes differs from taxes computed at the federal statutory rate primarily due to the effect of state income taxes and state research and development credits.

Liquidity and Capital Resources

Since inception, the Company's principal sources of funding have been its cash from operations, bank borrowings and sales of common stock. Principal sources of liquidity at March 31, 2004, consisted of cash and short-term investments of $143 million and a $5 million revolving line of credit from a commercial bank. The revolving line of credit agreement includes a provision for the issuance of commercial or standby letters of credit by the bank on behalf of the Company. The value of all letters of credit outstanding reduces the total line of credit available. There were no borrowings under the revolving line of credit at March 31, 2004 and there were $550,000 in standby letters of credit outstanding. The revolving line of credit agreement expires on June 30, 2005. Borrowings under the revolving line of credit bear interest rates of, at the Company's election, the prime rate (4.0% at March 31, 2004), or the bank's revolving offshore rate, which approximates LIBOR (1.11% at March 31, 2004) plus 2.0%. The agreement contains certain restrictive covenants that include a restriction on the declaration and payment of dividends without the lender’s consent. The Company was in compliance with all such covenants at March 31, 2004.

In September 2002, the Company borrowed $10.7 million through a commercial mortgage financing agreement which was associated with the purchase of its previously leased manufacturing facilities in San Jose, CA. Borrowings under this agreement bear interest, at the Company's election, at the daily floating prime rate (4.0% at March 31, 2004), or adjustable monthly LIBOR (1.11% at March 31, 2004) plus 1.5%. The principal balance of the loan shall be paid in 59 consecutive monthly installments of $16,890 and one final installment in the amount necessary to pay in full the remaining outstanding principal balance, with no early payment penalty. In December 2003, the company repaid $7.0 million of the loan, resulting in a remaining loan balance of $3.4 million at March 31, 2004. The mortgage agreement contains certain restrictive covenants with which the Company was in compliance at March 31, 2004.

The Company generated $15.1 million in cash flows from operating activities for the three months ended March 31, 2004 as compared to $12.1 million for the same period in the prior year. This cash flow increase resulted primarily from an increase in net income adjusted for non-cash activities combined with an increase in current liabilities, which were partially offset by an increase in current assets.

The $15.1 million in cash flows from operating activities generated by the Company, during the three months ended March 31, 2004, were primarily attributable to a net income of $4.6 million plus additions for non-cash activities of $10.2 million combined with a $7.9 million increase in current liabilities, which was partially offset by a $4.4 million increase in accounts receivables, as a result of increased revenues and increased shipments of product in the last month of the quarter and a $3.0 million increase in inventories.

The cash flows from operating activities generated by the Company in the three months ended March 31, 2003 were primarily attributable to a net income of $174,000 plus additions for non-cash activities of $9.0 million combined with a $3.7 million increase in current liabilities, which was partially offset by a $794,000 increase in current assets.

The Company's investing activities during the three months ended March 31, 2004 used cash of $16.0 million for $7.0 million in purchases of short term investments, $6.0 million in purchases of property, plant and equipment, $2.0 million for the purchase of BlueChip and $1.0 million for the purchase of intangible assets. Cash used by investing activities during the three months ended March 31, 2003 resulted from the purchase of $5.8 in net purchases of property, plant and equipment.

The Company's financing activities during the three months ended March 31, 2004 used $3.0 million in cash primarily for the repurchase of $4.2 million of the Company's common stock, which was partially offset by $1.4 million in proceeds form employee stock transactions. Cash provided by financing activities during the three months ended March 31, 2003 was $227,000 and resulted from $535,000 in proceeds from employee stock transactions, which was partially offset by $308,000 in repayments of long-term debt.

The Company currently intends to purchase approximately $20 million to $30 million in capital equipment and improvements during 2004 primarily for manufacturing equipment for wafer fabrication and product testing and additional research and development related software and equipment. The Company is currently authorized by its Board of Directors to repurchase $25.0 million of its common stock through December 31, 2004. The Company expects that its cash requirements through 2004 will be met by its cash from operations, existing cash balances and short-term investments, and its credit facility. In the longer term, the Company believes future cash requirements will continue to be met by its cash from operations, and future debt or equity financings as required.

Recently Issued Accounting Standards

Please refer to Note 2 of Notes to Condensed Consolidate Financial Statements for a discussion of the expected impact of recently issued accounting standards.

Contractual Obligations and Commitments

The Company's contractual obligations disclosure in its Annual Report on Form 10-K for the year ended December 31, 2003 has not materially changed since that report was filed. During the three months ended March 31, 2004 payments of $639,000 were made under previously existing operating leases and repayments of $168,000 were made under previously existing long-term debt agreements. Open purchase orders were approximately $21 million and are all due within one year. These obligations primarily relate to future purchases of wafer fabrication raw materials, foundry wafers, assembly and testing services and manufacturing equipment.

Borrowing agreements consisted of a $5 million revolving line of credit from a commercial bank. The revolving line of credit agreement includes a provision for the issuance of commercial or standby letters of credit by the bank on behalf of the Company. The value of all letters of credit outstanding reduces the total line of credit available. There were no borrowings under the revolving line of credit at December 31, 2003 and there were $550,000 in standby letters of credit outstanding. The letters of credit are issued to guarantee payments for the Company's workers compensation program.

The Company has no other off-balance sheet arrangements and has not entered into any transactions involving unconsolidated, limited purpose entities or commodity contracts.

Factors That May Affect Operating Results

The Company's operating results may fluctuate because of a number of factors, many of which are beyond its control.

If the Company's operating results are below the expectations of public market analysts or investors, then the market price of its Common Stock could decline. Some of the factors that affect or may affect the Company's quarterly and annual results, but which are difficult for the Company to control or predict are:

- the volume and timing of orders received
- changes in the mix of products sold
- market acceptance of the Company's products and its customers' products
- competitive pricing pressures
- cyclical semiconductor industry conditions
- dependence on third-party suppliers
- the ability to introduce new products on a timely basis
- the timing of new product announcements and introductions by the Company or its competitors
- the timing and extent of research and development expenses
- fluctuations in manufacturing yields
- the ability to hire and retain key technical and management personnel
- access to advanced process technologies
- the timing and extent of new process development costs

As a result of the foregoing or other factors, there can be no assurance that the Company will not experience material fluctuations in future operating results on a quarterly or annual basis, which could materially and adversely affect the Company's business, financial condition, results of operations or cash flows.

Customer demand for the Company's products is volatile and difficult to predict.

The Company's customers continuously adjust their inventories in response to changes in end market demand for their products and the availability of semiconductor components. This results in frequent changes in demand for the Company's products. The volatility of customer demand limits the Company's ability to predict future levels of sales and profitability. The supply of semiconductors can quickly and unexpectedly match or exceed demand because end customer demand can change very quickly. Also, semiconductor suppliers can rapidly increase production output. This can lead to a sudden oversupply situation and a subsequent reduction in order rates and revenues as customers adjust their inventories to true demand rates. A rapid and sudden decline in customer demand for the Company’s products can result in excess quantities of certain of the Company’s products relative to demand. Should this occur the Company’s operating results may be adversely affected as a result of charges to reduce the carrying value of the Company’s inventory to the estimated demand level or market price.

The weakness in the global economy in 2001, 2002, and most of 2003 has caused the end markets that the Company's customers serve to grow less rapidly, or in some cases, contract. The resulting uncertainty of demand has caused most of the Company's customers to err on the side of caution until they see signs of order strength for their end products. In this environment, customers are not making large purchase commitments, instead, ordering modest quantities to fill known short-term requirements, greatly reducing the Company's visibility into customer demand. As a result, the Company's quarterly revenues remain highly dependent upon turns fill orders (orders booked and shipped in the same quarter). Although the level of order backlog has increased since the beginning of 2004, the short-term and volatile nature of customer demand makes it extremely difficult to predict near term revenues and profits.

The short lead time environment has allowed many end consumers of the Company’s products to rely on stocking representatives and distributors to carry inventory to meet short term requirements and minimize their investment in on-hand inventory. As a result the Company may carry a higher level of inventory at some of its stocking representatives and distributors to service the volatile short-term demand of the end customer. Should the relationship with a distributor or stocking representative be terminated, future level of product returns could be higher than the returns allowance established, which could negatively affect the Company’s revenues and results of operations.

The semiconductor industry is highly competitive.

The semiconductor industry is highly competitive and subject to rapid technological change, price-erosion and increased international competition. Significant competitive factors include:

- product features
- performance
- price
- timing of product introductions
- emergence of new computer and communications standards
- quality and customer support

In times when economic growth and customer demand is less certain, both the semiconductor industry and the Company have experienced significant price erosion since the beginning of 2001. If this price erosion continues, it will have the effect of reducing revenue levels and gross margins in future periods.

Because the standard products market for ICs is diverse and highly fragmented, the Company encounters different competitors in various market areas. Most of these competitors have substantially greater technical, financial and marketing resources and greater name recognition than the Company. Increased competition could adversely affect the Company's financial condition or results of operations. There can be no assurance that the Company will be able to compete successfully in either the standard products or custom and foundry products business in the future or that competitive pressures will not adversely affect the Company's financial condition, results of operations, or cash flows.

The trend for the Company’s customers to move their electronics manufacturing to Asian countries has brought increased pricing pressure for Micrel and the semiconductor industry. Asian based manufacturers are typically more concerned about cost and less concerned about the capability of the integrated circuits they purchase. The increased concentration of electronics procurement and manufacturing in the Asia Pacific region may lead to continued price pressure and additional product advertising costs for the Company’s products in the future.

The significant investment in semiconductor manufacturing capacity and the rapid growth of circuit design centers in China may present a competitive threat to established semiconductor companies due to the current low cost of labor and capital in China.

The Company's product offering, while diversified, is highly dependent on certain select end markets.

The Company currently sells a significant portion of its products in the high-speed communications, computer, networking and wireless handset markets. These markets are characterized by short product life cycles, rapidly changing customer demand, evolving and competing industry standards and seasonal demand trends. Additionally, there can be no assurance that these markets will continue to grow. If the markets for high speed communications, computers, networking or wireless handsets that the Company serves fail to grow, or grow more slowly than it currently anticipates, or if there is increased competition in these markets, the Company's business, results of operations and financial condition could be adversely affected.

An important part of the Company's strategy is to continue to focus on the market for high-speed communications ICs. If the recovery in the telecommunications infrastructure and wire line networking markets is not sustainable, resulting in reduced demand for the Company’s high bandwidth products, the Company's future revenue growth and profitability could be adversely affected.

The Company's Ethernet products have become an important portion of the Company's revenues. If the Company fails to develop new products to serve this market in a timely manner, or if the market acceptance of the Company’s new Ethernet products is poor, if a competitor's products unfavorably affect pricing or demand for the Company's products, the Company's revenues and results of operations could be adversely affected.

The Company currently derives the majority of its product revenues from sales of standard analog and mixed-signal ICs and expects these products to continue to account for the majority of its revenues for the foreseeable future. As a result, factors adversely affecting the pricing of or demand for standard analog integrated and mixed-signal circuits, such as competition, product performance or technological change, could have a material adverse effect on the Company's business and consolidated results of operations and financial condition.

The markets that the Company serves frequently undergo transitions in which products rapidly incorporate new features and performance standards on an industry-wide basis. If the Company's products are unable to support the new features or performance levels required by OEMs in these markets, it would likely lose business from existing or potential customers and would not have the opportunity to compete for new design wins until the next product transition. If the Company fails to develop products with required features or performance standards, or experiences even a short delay in bringing a new product to market, or if its customers fail to achieve market acceptance of their products, its revenues could be significantly reduced for a substantial period of time.

Dependence on third-party manufacturing and supply relationships increases the risk that the Company will not have an adequate supply of products to meet demand or that its cost of materials will be higher than expected.

The Company faces many risks associated with its dependence upon third parties that manufacture, assemble or package certain of its products. These risks include:

- reduced control over delivery schedules and quality
- risks of inadequate manufacturing yields and excessive costs
- the potential lack of adequate capacity during periods of excess demand
- difficulties selecting and integrating new subcontractors
- limited warranties on wafers or products supplied to the Company
- potential increases in prices
- potential misappropriation of the Company's intellectual property

Any of these risks may lead to increased costs or delay delivery of the Company's products, which would harm its profitability and customer relationships.

Additionally, the Company's wafer and product requirements typically represent a relatively small portion of the total production of the third-party foundries and outside assembly, testing and packaging contractors. As a result, Micrel is subject to the risk that a foundry will provide delivery or capacity priority to other larger customers at the expense of Micrel, resulting in an inadequate supply to meet customer demand or higher costs to obtain the necessary product supply. Also, there is a risk that a third-party manufacturer will cease production on an older or lower volume process that it uses to produce the Company's products. The Company cannot be certain that its outside manufacturers will continue to devote resources to the production of its products or continue to advance the process design technologies on which the manufacturing of its products are based. Each of these events could increase the Company's costs and harm its ability to deliver its products on time.

The Company's gross margin is dependent upon a number of factors, including the level of capacity utilization.

Semiconductor manufacturing is a capital-intensive business resulting in high fixed costs. If the Company is unable to utilize its installed wafer fabrication or test capacity at a high level, the costs associated with these facilities and equipment would not be fully absorbed, resulting in higher average unit costs and lower profit margins. The level of new customer order rates over the past three years combined with increased efficiencies has resulted in lower capacity utilization of the Company's factories as it has attempted to match production with anticipated customer demand. The Company's gross margins have declined as a result of this reduced utilization of production capacity. Increased order rates in the second half of 2003 and the first quarter of 2004 indicate that demand for the Company’s products is beginning to grow. If higher levels of demand continue for the remainder of 2004 the Company’s factory utilization should increase. The Company’s ability to improve gross margins as capacity utilization increases will be dependent upon the Company’s ability to successfully control expenses and maintain efficiencies as production activities increase. If the recent improvement in customer demand is not sustained, or declines, and production activity is reduced in response to lower demand in the future, gross margins may deteriorate.

The cost reduction actions the Company has initiated may not be sustainable as business improves.

The Company has implemented or initiated a variety of cost reduction actions. Although business conditions have improved in recent quarters, as customer demand continues to improve and revenues increase, it is unclear whether the Company will continue to benefit from all of the cost reduction actions that have been implemented.

The semiconductor industry experiences seasonal fluctuations in demand.

Customer demand for semiconductor products typically fluctuates based on seasonal patterns. Demand in the third and fourth quarter of the calendar year is typically higher due to the seasonal buying patterns related to the Christmas period. Demand in the first calendar quarter is typically lower due to the post-Christmas decline in consumption. Should actual seasonal demand patterns be different than historical patterns, the Company’s revenues and financial results may be adversely affected.

The Company encounters risks associated with its international operations, including geopolitical risks.

Reduced levels of economic activity, or disruptions of international transportation, could adversely affect the Company’s sales on either a global basis or in specific geographic regions. Three of the Company’s top ten direct customers are located in South Korea. In the event that current political tensions surrounding North Korea evolve into military or social conflict, the Company’s revenues, results of operations, cash flow and financial condition could be adversely affected.

The Company has generated a substantial portion of its net revenues from export sales. The Company believes that a substantial portion of its future net revenues will depend on export sales to customers in international markets, including Asia. International markets are subject to a variety of risks, including changes in policy by foreign governments, social conditions such as civil unrest, economic conditions including high levels of inflation, fluctuation in the value of foreign currencies and currency exchange rates and trade restrictions or prohibitions. In addition, the Company sells to domestic customers that do business worldwide and cannot predict how the businesses of these customers may be affected by economic or political conditions in Asia or elsewhere in the world. Such factors could adversely affect the Company's future revenues, financial condition, results of operations or cash flows.

The Company is reliant on certain key suppliers for wafer fabrication, circuit assembly and testing services. Most of these suppliers are based outside of the U.S. The Company's supply could be interrupted as a result of any of the previously mentioned risk factors relating to international markets.

The Company's international sales are denominated in U.S. currency. Consequently, changes in exchange rates that strengthen the U.S. dollar could increase the price of the Company's products in the local currencies of the foreign markets it serves. This would result in making the Company's products relatively more expensive than its competitors' products that are denominated in local currencies, leading to a reduction in sales or profitability in those foreign markets. The Company has not taken any protective measures against exchange rate fluctuations, such as purchasing hedging instruments.

The Company's operating results substantially depend on manufacturing output and yields, which may not meet expectations.

The Company manufactures most of its semiconductors at its San Jose, California fabrication facilities. Manufacturing semiconductors requires manufacturing tools that are unique to each product being produced. If one of these unique manufacturing tools was damaged or destroyed, the Company's ability to manufacture the related product would be impaired and its business would suffer until the tool was repaired or replaced. Additionally, the fabrication of ICs is a highly complex and precise process. Small impurities, contaminants in the manufacturing environment, difficulties in the fabrication process, defects in the masks used to print circuits on a wafer, manufacturing equipment failures, wafer breakage or other factors can cause a substantial percentage of wafers to be rejected or numerous die on each wafer to be nonfunctional.

The Company's future success depends in part on the continued service of its key design engineering, sales, marketing and executive personnel and its ability to identify, hire and retain additional personnel.

There is intense competition for qualified personnel in the semiconductor industry, in particular design engineers, and the Company may not be able to continue to attract and train engineers or other qualified personnel necessary for the development of its business or to replace engineers or other qualified personnel who may leave its employ in the future. Loss of the services of, or failure to recruit, key design engineers or other technical and management personnel could be significantly detrimental to the Company's product and process development programs.

Changes in accounting standards regarding employee stock option plans could reduce the Company's profitability, limit the desirability of granting stock options and harm the Company's ability to attract and retain employees.

The Financial Accounting Standards Board ("FASB") has issued a proposed accounting standard which would require all companies to treat the value of stock options granted to employees as an expense in the Company’s Consolidated Statement of Operations .. Should the proposal become effective, Micrel and other companies that have issued stock options would be required to record a compensation expense equal to the value of each stock option granted, which would negatively impact GAAP profitability. In addition, the FASB has proposed a choice of valuation models to estimate the fair value of employee stock options. These models, including the Black-Scholes and Binomial option-pricing models, use varying methods and inputs and may yield significantly different results.

The Company does not agree with the FASB proposal to treat employee stock options as compensation expense and has stated so in writing to the FASB. The Company believes that employee stock option transactions are not consistent with or comparable to other forms of employee compensation but are consistent with and comparable to an equity investment and therefore should continue to be recorded as such. The Company believes that employee stock options do not meet that part of the legal definition of compensation as payment for services rendered, since stock options are offered as an inducement prior to service. Unlike most other employee benefits, stock options are not a controllable expense, since the Company has no control over the market value of its stock and therefore has no control over the ultimate value, if any, received by the employee. Expensing a calculated value of stock options will negatively distort the Company’s financial performance in a way it cannot control unless the Company ceases to issue stock options. In addition, the estimated value of employee stock options, using option-pricing models, is currently disclosed annually and quarterly in the notes to the Company's consolidated financial statements. Therefore for those investors who are concerned about the effect of employee stock options on the Company, the effect of expensing employee stock options is already reported.

The Company is subject to the risk of litigation and regulatory action in connection with the restatement of its financial statements, and the potential liability from any such litigation or regulatory action could harm its business.

On January 28, 2002, the Company announced that it would restate its consolidated financial statements for the fiscal years ended December 31, 1998, 1999, and 2000, and the fiscal quarters ended March 31, 2001, June 30, 2001, and September 30, 2001. As a result of this restatement, the Company could become subject to litigation or regulatory proceedings, or both. As of the date hereof, the Company is not aware of any litigation or regulatory action having been commenced against it related to this restatement. However, such litigation or regulatory action could be commenced against the Company in the future and, if so, the Company cannot predict the outcome of any such litigation or regulatory action at this time. However, if an unfavorable result occurred in any such action, the Company's business and financial condition could be harmed.

The restatement also involves certain tax issues that need to be resolved with the appropriate taxing authorities. The Company has recorded a liability in its financial statements with respect to these tax issues. The Company cannot predict the results of its discussions with the appropriate tax authorities regarding the tax implications of its restatement and accordingly, the amount of actual financial impact may differ from the amount recorded in the Company's financial statements.

The Company may not be able to protect its intellectual property adequately, or could be harmed by litigation involving its patents and proprietary rights.

The Company's future success depends in part upon its intellectual property, including patents, trade secrets, know-how and continuing technology innovation. There can be no assurance that the steps taken by the Company to protect its intellectual property will be adequate to prevent misappropriation or that others will not develop competitive technologies or products. There can be no assurance that any patent owned by the Company will not be invalidated, circumvented or challenged, that the rights granted thereunder will provide competitive advantages or that any of its pending or future patent applications will be issued with the scope of the claims sought, if at all. Furthermore, there can be no assurance that others will not develop technologies that are similar or superior to the Company's technology, duplicate technology or design around the patents owned by the Company. Additionally, the semiconductor industry is characterized by frequent litigation regarding patent and other intellectual property rights. There can be no assurance that existing claims or any other assertions or claims for indemnity resulting from infringement claims will not adversely affect the Company's business, financial condition, results of operations, or cash flows.

The Company faces risks associated with acquisitions it has completed and will face risks associated with any future acquisitions.

The Company has made acquisitions in the past and may make acquisitions in the future. The risks involved with acquisitions include:

- diversion of management's attention
- failure to retain key personnel
- amortization of acquired intangible assets
- customer dissatisfaction or performance problems with the acquired company
- the cost associated with acquisitions and the integration of acquired operations
- assumption of unknown liabilities

Any of these risks could materially harm the Company's business, financial condition and results of operations. Additionally, any acquisition involves a significant amount of integration of two companies that have previously operated independently. No assurance can be given that difficulties will not be encountered in integrating certain products, technologies or operations of the acquired companies or that the benefits expected from such integration will be realized. There can be no assurance that any of the acquired companies will retain its key personnel, that the engineering teams of Micrel and the acquired companies will successfully cooperate and realize any technological benefits or that Micrel or the acquired companies will realize any of the other anticipated benefits of the acquisitions. In addition, the consummation of an acquisition could result in the cancellation, termination or non-renewal of arrangements with the acquired company by suppliers, distributors or customers, or the termination of negotiations or delays in ordering by prospective customers as a result of uncertainties that may be perceived as a result of the acquisition. Any significant amount of cancellations, terminations, delays or non-renewals of arrangements with the acquired company or loss of key employees or termination of negotiations or delays in ordering could have a material adverse effect on the business, operating results or financial condition of the acquired company and Micrel after the acquisition.

Market conditions may lead the Company to initiate additional cost reduction plans, which may negatively affect near term operating results.

As a result of weak customer demand, competitive pricing pressures, excess capacity, weak economic conditions or other factors, the Company may decide to initiate additional actions to reduce the Company’s cost structure and improve the Company’s future operating results. The cost reduction actions may require incremental costs to implement, which could negatively affect the Company’s operating results in periods when the incremental costs or liabilities are incurred.

An increase in interest rates in the United States could slow economic growth which may result in slower growth in Company revenues.

On May 4, 2004, the Federal Open Market Committee indicated in its Press Release that "..the Committee believes that policy accommodation can be removed at a pace that is likely to be measured." The financial press has interpreted this to mean that continued growth in the U.S. economy will likely cause the Federal Reserve Bank to raise interest rates. The effect of increasing interest rates can have both a positive and negative impact on the Company's financial performance. Because the Company's cash position is substantially higher than its debt level, higher interest rates can result in a higher level of net interest income. Higher interest rates can have a negative effect on the Company if higher interest rates result in slower, or negative, economic growth. Slower economic growth could cause the Company's customers to reduce the amount of product purchased form the Company.

The November 2004 election in the United States creates uncertainty for the financial markets and world economy which could negatively affect economic growth.

A presidential and congressional election, such as the upcoming November 2004 election, can create uncertainty regarding the future of government policies which can have a direct effect on the economy in the United States. Given the influence of the U.S. economy on the global economy and the Company's customer base, concern or uncertainty arising from the 2004 election could result in a lack of confidence about the future direction of government policies. While the impact of the 2004 election on economic growth is unknown at this time, this uncertainty could result in slower economic growth and greater caution in the purchasing behavior of the Company's customers. This could lead to slower than expected growth for the Company's revenues.

The Company's ability to manufacture sufficient wafers to meet demand could be severely hampered by natural disasters.

The Company's existing wafer fabrication facility is located in Northern California and this facility may be subject to natural disasters such as earthquakes. A significant natural disaster, such as an earthquake or prolonged drought, could have a material adverse impact on the Company's business, financial condition and operating results.

The Company could incur substantial fines or litigation costs associated with its storage, use and disposal of hazardous materials.

The Company is subject to a variety of federal, state and local governmental regulations related to the use, storage, discharge and disposal of toxic, volatile or otherwise hazardous chemicals used in its manufacturing process. Any failure to comply with present or future regulations could result in the imposition of fines, the suspension of production, alteration of the Company's manufacturing processes or a cessation of operations. In addition, these regulations could restrict the Company's ability to expand its facilities at their present locations or construct or operate a new wafer fabrication facility or could require us to acquire costly equipment or incur other significant expenses to comply with environmental regulations or clean up prior discharges. The Company's failure to appropriately control the use of, disposal or storage of, or adequately restrict the discharge of, hazardous substances could subject it to future liabilities and could have a material adverse effect on its business.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's market risk disclosures set forth in the Company's 2003 Form 10-K for the year ended December 31, 2003 have not changed significantly during the three months ended March 31, 2004.

ITEM 4: CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that such information is accumulated and communicated to the Company's management, including its chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Securities and Exchange Commission Rule 13a-15(b), the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's chief executive officer and chief financial officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, the Company's chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures appear to be effective at the reasonable assurance level.

There has been no change in the Company’s internal controls over financial reporting during the Company’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information included in Note 8 of Notes to Condensed Consolidated Financial Statements under the caption "Litigation and Other Contingencies" in Item 1 of Part I is incorporated herein by reference.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

Dividend Payment Restrictions

The Company has entered into borrowing agreements that contain restrictions on the declaration and payment of dividends without the lender's consent. In addition, the Company currently intends to retain future earnings to fund operations, and does not anticipate paying dividends on its common stock in the foreseeable future.

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares that May Yet be Repurchased Under the Plans or Programs ($000)
January 2004	42,550	$ 16.70	42,550	$ 8,670
February 2004	75,350	$ 15.91	75,350	$ 7,471
March 2004	167,150	$13.75	167,150	$ 20,792
Total	285,050	$14.76	285,050	

In February 2002, the Company's Board of Directs approved a plan to repurchase shares of the Company's common stock in the open market. Shares of common stock purchased pursuant to the repurchase program are cancelled upon repurchase, and are intended to offset dilution from the Company's stock option plans, employee stock purchase plans and 401(k) plan. The Company has previously disclosed purchase activity and amendments to this plan in its Annual and Quarterly Reports on Form 10-K and Form 10-Q in the Notes to Consolidated Financial Statements. In March 11, 2004 the Board of Directors amended the repurchase program and authorized the repurchase of common stock up to a maximum value of $25 million during the year 2004.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits.

Exhibit No.	Description
31	Certifications of the Company's Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certifications of the Company's Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K. During the quarter ended March 31, 2004, the Company furnished a Current Report on Form 8-K, dated January 29, 2004 announcing its financial results for the three and twelve month periods ended December 31, 2003. In addition, the Company filed a Current report on Form 8-K, dated March 3, 2004 announcing the closing of the acquisition of BlueChip Communications AS.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MICREL, INCORPORATED
(Registrant)

Date: May 10, 2004

By /s/ Richard D. Crowley, Jr.
Richard D. Crowley, Jr.
Vice President, Finance and
Chief Financial Officer
(*Authorized Officer and*
Principal Financial Officer)

EXHIBIT 31

Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Raymond D. Zinn, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Micrel, Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2004

By /s/ Raymond D. Zinn
Raymond D. Zinn
President, Chief Executive Officer and Director
(Principal Executive Officer)

Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Richard D. Crowley, Jr. certify that:

1. I have reviewed this quarterly report on Form 10-Q of Micrel, Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2004

By /s/ Richard D. Crowley, Jr.
Richard D. Crowley, Jr.
Vice President, Finance and
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT 32

Certification of Chief Executive Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Micrel, Incorporated (the "Company") hereby certifies, to such officer's knowledge, that:

(i) the accompanying Quarterly Report on Form 10-Q of the Company for the quarterly period ended March 31, 2004 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 10, 2004

/s/ Raymond D. Zinn
Raymond D. Zinn
Chief Executive Officer

Certification of Chief Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Micrel, Incorporated (the "Company") hereby certifies, to such officer's knowledge, that:

(i) the accompanying Quarterly Report on Form 10-Q of the Company for the quarterly period ended March 31, 2004 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 10, 2004

/s/ Richard D. Crowley
Richard D. Crowley
Chief Financial Officer