

CYPRESS SEMICONDUCTOR CORP /DE/

Form 4

September 08, 2014

# FORM 4

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

OMB APPROVAL

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RODGERS THURMAN J

2. Issuer Name and Ticker or Trading Symbol  
CYPRESS SEMICONDUCTOR CORP /DE/ [CY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
198 CHAMPION COURT  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/04/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

SAN JOSE, CA 95134

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

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	09/04/2014		M		3,028 <sup>(1)</sup>	A \$ 8.8296	7,942,313 D
Common Stock	09/04/2014		S		2,761 <sup>(1)</sup>	D \$ 10.8299	7,939,552 D
Common Stock	09/04/2014		M		5,306 <sup>(2)</sup>	A \$ 3.5314	7,944,858 D
Common Stock	09/04/2014		S		3,597 <sup>(2)</sup>	D \$ 10.8299	7,941,261 D
Common Stock	09/04/2014		M		382,800 <sup>(3)</sup>	A \$ 3.5314	8,324,061 D

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Common Stock	09/04/2014	S	<u>259,942</u> (3)	D	\$ 10.8299	8,064,119	D	
Common Stock	09/05/2014	M	<u>621,900</u> (3)	A	\$ 3.5314	8,686,019	D	
Common Stock	09/05/2014	S	<u>422,792</u> (3)	D	\$ 10.84	8,263,227	D	
Common Stock	09/08/2014	M	<u>437,377</u> (3)	A	\$ 3.5314	8,700,604	D	
Common Stock	09/08/2014	S	<u>298,079</u> (3)	D	\$ 10.8622	8,402,525	D	
Common Stock						472,160	I	By Trust, Spouse

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 8.8296	09/04/2014		M	3,028 <u>(1)</u>	<u>(4)</u> 02/25/2015	Common Stock 3,028
Non Qualified Stock Option (Right to Buy)	\$ 3.5314	09/04/2014		M	5,306 <u>(2)</u>	<u>(4)</u> 02/25/2015	Common Stock 5,306
Non Qualified Stock	\$ 3.5314	09/04/2014		M	382,800 <u>(3)</u>	<u>(4)</u> 02/25/2015	Common Stock 382,800

Option  
(Right to  
Buy)

Non  
Qualified

Stock Option (Right to Buy)	\$ 3.5314	09/05/2014		M	621,900 <u>(3)</u>	<u>(4)</u>	02/25/2015	Common Stock	621,900
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Non  
Qualified

Stock Option (Right to Buy)	\$ 3.5314	09/08/2014		M	437,377 <u>(3)</u>	<u>(4)</u>	02/25/2015	Common Stock	437,377
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RODGERS THURMAN J 198 CHAMPION COURT SAN JOSE, CA 95134	X		President & CEO	

## Signatures

Neil H. Weiss, as attorney-in-fact for Thurman J  
Rodgers

09/08/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Mr. Rodgers was granted an option to purchase 3,028 shares on February 25, 2005 as adjusted for the Sunpower spin-off in 2008. This option will expire on February 25, 2015. Since the company expects to enter into its normal quarter end blackout on September 13, 2014, Mr. Rodgers exercised the option. 2,761 shares were sold to pay for the exercise price and to cover required withholding taxes. The net amount of 267 shares will be held by Mr. Rodgers and will increase his total ownership (direct and indirect) to 8,411,712 shares.

(2) Mr. Rodgers was granted an option to purchase 5,306 shares on February 25, 2005 as adjusted for the Sunpower spin-off in 2008. This option will expire on February 25, 2015. Since the company expects to enter into its normal quarter end blackout on September 13, 2014, Mr. Rodgers exercised the option. 3,597 shares were sold to pay for the exercise price and to cover required withholding taxes. The net amount of 1,709 shares will be held by Mr. Rodgers and will increase his total ownership (direct and indirect) to 8,413,421 shares.

(3) Mr. Rodgers was granted an option to purchase 1,442,077 shares on February 25, 2005 as adjusted for the Sunpower spin-off in 2008. This option will expire on February 25, 2015. Since the company expects to enter into its normal quarter end blackout on September 13, 2014, Mr. Rodgers exercised the option. 980,813 shares were sold to pay for the exercise price and to cover required withholding taxes. The net amount of 461,264 shares will be held by Mr. Rodgers and will increase his total ownership (direct and indirect) to 8,874,685 shares.

(4) Options vest monthly over five years from the date of grant.

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

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