

CYPRESS SEMICONDUCTOR CORP /DE/

Form 4

October 28, 2010

FORM 4

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

OMB APPROVAL

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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)
10/27/2010

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

SAN JOSE, CA 95134

(City) (State) (Zip)

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

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 or Price		
Common Stock	10/27/2010		M		38,750 (1) A \$ 5.6277 5,714,355	D	
Common Stock	10/27/2010		S		38,750 (2) D \$ 14.07 5,675,605	D	
Common Stock	10/27/2010		M		3,350 (1) A \$ 5.6277 5,678,955	D	
Common Stock	10/27/2010		S		3,350 (2) D \$ 14.075 5,675,605	D	
Common Stock	10/27/2010		M		31,800 (1) A \$ 5.6277 5,707,405	D	

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Common Stock	10/27/2010	S	<u>31,800</u> (2)	D	\$ 14.08	5,675,605	D
Common Stock	10/27/2010	M	<u>28,900</u> (1)	A	\$ 5.6277	5,704,505	D
Common Stock	10/27/2010	S	<u>28,900</u> (2)	D	\$ 14.09	5,675,605	D
Common Stock	10/27/2010	M	<u>18,600</u> (1)	A	\$ 5.6277	5,694,205	D
Common Stock	10/27/2010	S	<u>18,600</u> (2)	D	\$ 14.1	5,675,605	D
Common Stock	10/27/2010	M	<u>82,500</u> (1)	A	\$ 5.6277	5,758,105	D
Common Stock	10/27/2010	S	<u>82,500</u> (2)	D	\$ 14.11	5,675,605	D
Common Stock	10/27/2010	M	300 <u>(1)</u>	A	\$ 5.6277	5,675,905	D
Common Stock	10/27/2010	S	300 <u>(2)</u>	D	\$ 14.1125	5,675,605	D
Common Stock	10/27/2010	M	<u>68,500</u> (1)	A	\$ 5.6277	5,744,105	D
Common Stock	10/27/2010	S	<u>68,500</u> (2)	D	\$ 14.12	5,675,605	D
Common Stock	10/27/2010	M	1,400 <u>(1)</u>	A	\$ 5.6277	5,677,005	D
Common Stock	10/27/2010	S	1,400 <u>(2)</u>	D	\$ 14.125	5,675,605	D
Common Stock	10/27/2010	M	<u>21,200</u> (1)	A	\$ 5.6277	5,696,805	D
Common Stock	10/27/2010	S	<u>21,200</u> (2)	D	\$ 14.13	5,675,605	D
Common Stock	10/27/2010	M	<u>11,000</u> (1)	A	\$ 5.6277	5,686,605	D
Common Stock	10/27/2010	S	<u>11,000</u> (2)	D	\$ 14.14	5,675,605	D
Common Stock	10/27/2010	M	1,000 <u>(1)</u>	A	\$ 5.6277	5,676,605	D
Common Stock	10/27/2010	S	1,000 <u>(2)</u>	D	\$ 14.145	5,675,605	D
Common Stock	10/27/2010	M	2,800 <u>(1)</u>	A	\$ 5.6277	5,678,405	D
Common Stock	10/27/2010	S	2,800 <u>(2)</u>	D	\$ 14.15	5,675,605	D

Common Stock								
Common Stock	10/27/2010		M	170,700 <u>(1)</u>	A	\$ 5.6277	5,846,305	D
Common Stock	10/27/2010		S	170,700 <u>(2)</u>	D	\$ 14.16	5,675,605	D
Common Stock	10/27/2010		M	300 <u>(1)</u>	A	\$ 5.6277	5,675,905	D
Common Stock	10/27/2010		S	300 <u>(2)</u>	D	\$ 14.165	5,675,605	D

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

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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 Number Shares
Non Qualified Stock Options	\$ 5.6277	10/27/2010		M	38,750 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock	38,750
Non Qualified Stock Option	\$ 5.6277	10/27/2010		M	3,350 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock	3,350
Non Qualified Stock Option	\$ 5.6277	10/27/2010		M	31,800 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock	31,800
Non Qualified Stock Option	\$ 5.6277	10/27/2010		M	28,900 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock	28,900
	\$ 5.6277	10/27/2010		M		10/27/2010	12/14/2010		18,600

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Non Qualified Stock Option				18,600 <u>(1)</u>			Common Stock	
Non Qualified Stock Option	\$ 5.6277	10/27/2010	M	82,500 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock	82,500
Non Qualified Stock Option	\$ 5.6277	10/27/2010	M	300 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock	300
Non Qualified Stock Option	\$ 5.6277	10/27/2010	M	68,500 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock	68,500
Non Qualified Stock Option	\$ 5.6277	10/27/2010	M	1,400 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock	1,400
Non Qualified Stock Option	\$ 5.6277	10/27/2010	M	21,200 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock	21,200
Non Qualified Stock Option	\$ 5.6277	10/27/2010	M	11,000 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock	11,000
Non Qualified Stock Option	\$ 5.6277	10/27/2010	M	1,000 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock	1,000
Non Qualified Stock Option	\$ 5.6277	10/27/2010	M	2,800 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock	2,800
Non Qualified Stock Option	\$ 5.6277	10/27/2010	M	170,700 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock	170,700
Non Qualified Stock Option	\$ 5.6277	10/27/2010	M	300 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock	300

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, Treasurer, as attorney-in-fact for Thurman J. Rodgers
10/28/2010

__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) Represents the exercise of an expiring grant.
- (2) Represents the sale of shares necessary to fund the exercise price and tax cost of an expiring grant.

Remarks:

ONE OF TWO OF FORM 4.

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