

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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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)  
**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	(A) or (D)	Price
Common Stock	10/27/2010		M		49,600 <sup>(1)</sup>	A	\$ 5.6277
Common Stock	10/27/2010		S		49,600 <sup>(2)</sup>	D	\$ 14.17
Common Stock	10/27/2010		M		10,500 <sup>(1)</sup>	A	\$ 5.6277
Common Stock	10/27/2010		S		10,500 <sup>(2)</sup>	D	\$ 14.18
Common Stock	10/27/2010		M		12,700 <sup>(1)</sup>	A	\$ 5.6277

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Common Stock	10/27/2010	S	12,700 <u>(2)</u>	D	\$ 14.19	5,675,605	D
Common Stock	10/27/2010	M	6,000 <u>(1)</u>	A	\$ 5.6277	5,681,605	D
Common Stock	10/27/2010	S	6,000 <u>(2)</u>	D	\$ 14.2	5,675,605	D
Common Stock	10/27/2010	M	100 <u>(1)</u>	A	\$ 5.6277	5,675,705	D
Common Stock	10/27/2010	S	100 <u>(2)</u>	D	\$ 14.22	5,675,605	D
Common Stock	10/28/2010	M	1,088,088 <u>(1) (3)</u>	A	\$ 5.6277	6,763,693	D

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non Qualified Stock Option	\$ 5.6277	10/27/2010		M	49,600 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock
Non Qualified Stock Option	\$ 5.6277	10/27/2010		M	10,500 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock
Non Qualified Stock Option	\$ 5.6277	10/27/2010		M	12,700 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock
Non Qualified Stock Option	\$ 5.6277	10/27/2010		M	6,000 <u>(1)</u>	10/27/2010	12/14/2010	Common Stock

Non Qualified Stock Option	\$ 5.6277	10/27/2010	M	100 <sup>(1)</sup>	10/27/2010	12/14/2010	Common Stock
Non Qualified Stock Option	\$ 5.6277	10/28/2010	M	1,088,088 <sub>(3)</sub>	10/28/2010	12/14/2010	Common Stock

## 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.
- (3) Represents the exercise for cash and hold of the remaining portion of the expiring grant.

### Remarks:

TWO OF TWO OF FORM 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.