

Ramanathan Dinesh  
 Form 4  
 February 27, 2012

**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 \*  
 Ramanathan Dinesh

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)  
 02/24/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/24/2012		M		192,168 (1)	A	\$ 0 198,839
Common Stock	02/24/2012		F		84,874 (2)	D	\$ 17.87 113,965

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

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SEC 1474  
 (9-02)

## Edgar Filing: Ramanathan Dinesh - Form 4

**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 or Number of Shares
Restricted Stock Units	\$ 0	02/24/2012		M	77,254 (3)	02/24/2012	05/11/2015	Common Stock	77,254

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Ramanathan Dinesh 198 CHAMPION COURT SAN JOSE, CA 95134	Executive Vice President

## Signatures

Neil H. Weiss, Treasurer, as attorney-in-fact for Dinesh Ramanathan 02/24/2012

\*\*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) As reported in Form 4 dated 5/11/2007, Mr. Ramanathan was granted 1,287,513 Performance RSUs (as adjusted for the SunPower Spin factor of 4.12022) that could result in 0 to 257,515 Performance RSUs being earned annually by Mr. Ramanathan based on the company's achievement of performance milestones set by the Company's Compensation Committee. The amount reported on this Form 4 reflects the delivery based upon the achievement of 2011 performance milestones as approved by the Compensation Committee on February 23, 2012 and includes a milestone measured by the Company's Common Stock appreciation as compared to the SOXX Index. The remaining target shares have been forfeited and are not able to be earned in a future period.

(2) 84,874 shares were surrendered to pay tax applicable to the vesting of 192,168 restricted stock awards that were previously reported on Form 4 dated May 11, 2007

(3) The amount reported on this Form 4 reflects the maximum amount that Mr. Ramanathan was eligible to earn for 2011 based upon the achievement of a performance milestone related to the Company's Common Stock appreciation as compared to the SOXX Index. Targeted shares related to performance milestones not achieved are forfeited and are not able to be earned in a future period.

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.