

CYPRESS SEMICONDUCTOR CORP /DE/
 Form 4
 February 05, 2016

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 *
 NAZARIAN DANA

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)
 02/03/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Memory Products Division

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 (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Common Stock	02/03/2016		M		10,000 <u>(1)</u>	A	<u>(2)</u> 313,482 <u>(3)</u> D
Common Stock	02/03/2016		M		30,000 <u>(1)</u>	A	<u>(2)</u> 343,482 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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance and Service Based Restricted Stock Units	(4)	02/03/2016		M	10,000	(5) (5)	Common Stock	10,000
Performance and Service Based Restricted Stock Units	(4)	02/03/2016		M	30,000	(6) (7)	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAZARIAN DANA 198 CHAMPION COURT SAN JOSE, CA 95134			EVP, Memory Products Division	

Signatures

/s/ Pamela Tondreau, attorney-in-fact for DANA NAZARIAN 02/05/2016

__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 aggregate number of shares of Issuer common stock acquired upon vesting of the performance and service based Restricted Stock Units (the "RSUs").
- (2) Upon vesting, the RSUs convert into Issuer common stock on a one-for-one basis.
- (3) Includes 320 shares acquired by the Reporting Person on December 29, 2015 pursuant to the Issuer's Employee Stock Purchase Plan.
- (4) Represents a contingent right to receive Issuer common stock on a one-for-one basis.
- (5)

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On March 29, 2014, the Reporting Person was granted 40,000 performance and service based RSUs, vesting in two (2) installments beginning on January 16, 2015 and then on January 29, 2016, subject to and following approval by the Compensation Committee of the Issuer's Board of Directors (the "Committee"). On February 3, 2016, the Committee determined that the performance and service criteria has been satisfied with respect to the vesting of the RSUs. The grant award is fully vested.

(6) On March 3, 2015, the Reporting Person was granted 90,000 performance and service based RSUs, vesting in three (3) equal annual installments beginning on January 29, 2016, subject to and following approval by the Committee. On February 3, 2016, the Committee determined that the performance and service criteria had been satisfied with respect to the vesting of the RSUs.

(7) On March 3, 2015, the Reporting Person was granted 90,000 performance and service based RSUs, vesting in three (3) equal annual installments beginning on January 29, 2016, subject to and following approval by the Committee.

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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