

El-Khoury Hassane
Form 4
March 02, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
El-Khoury Hassane

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)
02/28/2018

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	Price	
Common Stock	02/28/2018		S ⁽¹⁾		43,991	D \$ 17.5957 ⁽²⁾	226,567 ⁽³⁾ D
Common Stock	02/28/2018		M		32,760 ⁽⁴⁾	A \$ 0 ⁽⁵⁾	259,327 D
Common Stock	03/01/2018		F		16,607	D \$ 17.1	242,720 D
Common Stock	02/28/2018		M		5,940 ⁽⁶⁾	A \$ 0 ⁽⁵⁾	248,660 D
Common Stock	03/01/2018		F		3,009	D \$ 17.1 ⁽⁷⁾	245,651 D

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Common Stock	02/28/2018	M	110,985 (8)	A	\$ 0 (5)	356,636	D
Common Stock	03/01/2018	F	56,287	D	\$ 17.1 (7)	300,349	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
El-Khoury Hassane 198 CHAMPION COURT SAN JOSE, CA 95134	X		President & CEO	

Signatures

/s/ Pamela L. Tondreau,
attorney-in-fact

03/02/2018

**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) The sale of these shares was subsequent to and a separate transaction from the transfer of shares that was pursuant to the domestic relations order referenced in footnote 3 to this Form 4.

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(2) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.405 to \$17.76 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(3) Since the date of the Reporting Person's last ownership report, he transferred 149,126 shares of Issuer common stock to his former spouse pursuant to a domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his former spouse.

(4) Represents the aggregate number of shares of Issuer common stock earned upon achieving performance milestones and specific targets pursuant to the March 3, 2015 grant awarded under the Issuer's 2013 Stock Plan (the "Stock Plan") as part of the Issuer's Performance Based Accelerated Restricted Stock Program (the "PARS Program").

(5) Each performance-based restricted stock unit represented a contingent right to earn a share of Issuer common stock upon achieving performance milestones and specific targets pursuant to the grant.

(6) Represents the aggregate number of shares of Issuer common stock earned upon achieving performance milestones and specific targets pursuant to the April 1, 2016 grant awarded under the Issuer's Stock Plan as part of the Issuer's PARS Program.

(7) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.10 to \$17.105 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(8) Represents the aggregate number of shares of Issuer common stock earned upon achieving performance milestones and specific targets pursuant to the March 16, 2017 grant awarded under the Issuer's Stock Plan as part of the Issuer's PARS Program.

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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