

CYPRESS SEMICONDUCTOR CORP /DE/

Form 4

April 29, 2005

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)
3901 N. FIRST ST.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2005

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

SAN JOSE, CA 95134

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

(City) (State) (Zip)

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 36.38 ⁽¹⁾	02/25/2005	A	735					⁽²⁾	06/17/2012	Common Stock	735
Non Qualified Stock Option (Right to Buy)	\$ 14.55	02/25/2005	A	368					⁽³⁾	06/30/2013	Common Stock	368
Non Qualified Stock Option (Right to Buy)	\$ 14.55	02/25/2005	A	368					⁽⁴⁾	06/21/2014	Common Stock	368
Non Qualified Stock Option (Right to Buy)	\$ 14.55	02/25/2005	A	552					⁽⁵⁾	11/25/2010	Common Stock	552

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RODGERS THURMAN J 3901 N. FIRST ST. SAN JOSE, CA 95134	X		President & CEO	

Signatures

Emmanuel T. Hernandez, Attorney-in-fact for T.J.
Rodgers

04/26/2005

__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) Mr. Rodger's Form 4 filed on March 1, 2005 reported a grant of 2,023 options representing the aggregate of four option grants, each with different vesting schedules. This amendment reports separately each of the grants reflected in the 2,023 previously reported.
- (2) Subject stock option vests over five years with 392 shares vested and 343 shares unvested.
- (3) Subject stock option vests for five years, with 93 shares vested and 201 shares unvested.
- (4) Subject stock option vests over five years. Vest start date is 6/21/2004.
- (5) Subject stock option is fully vested.

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.