

CYPRESS SEMICONDUCTOR CORP /DE/
 Form 4
 March 12, 2015

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 *
LONG JAMES R

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)
03/11/2015

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

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 or Price		
Common Stock	03/11/2015		M		27,470 (1)	A	\$ 2.91 215,193
Common Stock	03/11/2015		D		5,204 (1)	D	\$ 15.58 209,989
Common Stock	03/11/2015		M		43,950 (2)	A	\$ 4.1673 253,939
Common Stock	03/11/2015		D		11,922 (2)	D	\$ 15.58 242,017

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
Non Qualified Stock Option (Right to Buy)	\$ 2.91	03/11/2015		M	27,470 (1)	04/29/2010(3) 04/29/2015	Common Stock	27,470
Non Qualified Stock Option (Right to Buy)	\$ 4.1673	03/11/2015		M	43,950 (2)	05/01/2011(4) 05/01/2016	Common Stock	43,950

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LONG JAMES R 198 CHAMPION COURT SAN JOSE, CA 95134		X		

Signatures

Neil H. Weiss, as attorney-in-fact for James R Long
03/11/2015

**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. Long was granted an option to purchase 82,404 shares on April 29, 2005 as adjusted for the SunPower spin-off in 2008. Since this option will expire on April 29, 2015, Mr. Long had to exercise the remaining vested and unexercised portion of the option prior to that date. 5,204 shares were sold to pay for the exercise price. The net amount of 22,266 shares will be held by Mr. Long and will increase his total ownership (direct and indirect) to 209,989 shares.

(2) Mr. Long was granted an option to purchase 82,404 shares on May 1, 2006 as adjusted for the SunPower spin-off in 2008. Since this option will expire on May 1, 2016, Mr. Long had to exercise the remaining vested and unexercised portion of the option prior to that date. 11,922 shares were sold to pay for the exercise price. The net amount of 32,028 shares will be held by Mr. Long and will increase his total ownership (direct and indirect) to 242,017 shares.

(3) The option vested at the rate of 1/60th each month over five years commencing April 29, 2005.

(4) The option vested at the rate of 1/60th each month over five years commencing May 1, 2006.

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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