

NAZARIAN DANA
Form 4
May 07, 2009

FORM 4

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

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

OMB APPROVAL

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(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)
05/05/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

SAN JOSE, CA 95135

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/05/2009		M		50,946	A	\$ 4.0872	84,107 D
Common Stock	05/05/2009		S		50,946	D	\$ 8.17	33,161 D
Common Stock	05/05/2009		M		30,934	A	\$ 1.563	64,095 D
Common Stock	05/05/2009		S		30,934	D	\$ 8.17	33,161 D
Common Stock	05/05/2009		M		26,781	A	\$ 4.0872	59,942 D

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Common Stock	05/05/2009	S	26,781	D	\$ 8.17	33,161	D
Common Stock	05/05/2009	M	26,437	A	\$ 4.757	59,598	D
Common Stock	05/05/2009	S	26,437	D	\$ 8.17	33,161	D
Common Stock	05/05/2009	M	10,300	A	\$ 4.0872	43,461	D
Common Stock	05/05/2009	S	10,300	D	\$ 8.17	33,161	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non Qualified Stock Option	\$ 4.0872	05/05/2009		M	50,946	05/05/2009 10/08/2011	Common Stock 50,946
Non Qualified Stock Option	\$ 1.563	05/05/2009		M	30,934	05/05/2009 10/01/2012	Common Stock 30,934
Non Qualified Stock Option	\$ 4.0872	05/05/2009		M	26,781	05/05/2009 10/08/2011	Common Stock 26,781
Non Qualified Stock Option	\$ 4.757	05/05/2009		M	26,437	05/05/2009 10/23/2013	Common Stock 26,437

Non Qualified Stock Option	\$ 4.0872	05/05/2009	M	10,300	05/05/2009	10/08/2011	Common Stock	10,300
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAZARIAN DANA 198 CHAMPION COURT SAN JOSE, CA 95135			Executive Vice President	

Signatures

Dana Nazarian	05/07/2009
<u> </u> 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).

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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