

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 \*  
**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)  
**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)  
**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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/03/2016		M		18,500 (1) A (2) 8,419,515	D	
Common Stock	02/03/2016		F		7,151 (3) D \$ 7.35 8,412,364	D	
Common Stock	02/03/2016		M		60,000 (1) A (2) 8,472,364	D	
Common Stock	02/03/2016		F		22,548 (3) D \$ 7.35 8,449,816	D	
Common Stock	02/04/2016		P		6,000 A (4) 8,455,816	D	

Common Stock	100,000	I	By trust <sup>(5)</sup>
Common Stock	210,000	I	By trust <sup>(6)</sup>
Common Stock	210,000	I	By trust <sup>(7)</sup>

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance and Service Based Restricted Stock Units	<sup>(8)</sup>	02/03/2016		M	18,500	<sup>(9)</sup> <sup>(9)</sup>	Common Stock 18,500
Performance and Service Based Restricted Stock Units	<sup>(8)</sup>	02/03/2016		M	60,000	<sup>(10)</sup> <sup>(11)</sup>	Common Stock 60,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RODGERS THURMAN J 198 CHAMPION COURT SAN JOSE, CA 95134	X		PRESIDENT & CEO	

## Signatures

/s/ Pamela Tondreau, attorney-in-fact for THURMAN J.  
RODGERS

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) Represents the aggregate number of shares of Issuer common stock withheld for payment of the tax liability incident to the vesting of the RSUs issued in accordance with Rule 16b-3.
- (4) These shares were purchased in multiple transactions at prices ranging from \$7.465 to \$7.490 per share. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.
- (5) These shares are held by The Rodgers Massey 2012 Residences Trust, for which the Reporting Person and his spouse serve as co-trustees.
- (6) These shares are held by the T.J. Rodgers 2012 Irrevocable Trust, for which the Reporting Person's spouse serves as trustee.
- (7) These shares are held by the Valeta Massey 2012 Irrevocable Trust, for which the Reporting Person's spouse serves as trustee.
- (8) Represents a contingent right to receive Issuer common stock on a one-for-one basis.

(9) On March 29, 2014, the Reporting Person was granted 74,000 performance and service based RSUs, vesting in two (2) installments beginning on January 16, 2015, previously reported as January 23, 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 had been satisfied with respect to the vesting of the RSUs. The grant award is fully vested.

(10) On March 3, 2015, the Reporting Person was granted 180,000 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.

(11) On March 3, 2015, the Reporting Person was granted 180,000 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. 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.