CYPRESS SEMICONDUCTOR CORP /DE/

Form 4

August 12, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB 3235-0287 Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

BINGHAM H RAYMOND

CYPRESS SEMICONDUCTOR CORP /DE/ [CY]

(Check all applicable)

(Last) (First) (Middle)

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

(Instr. 8)

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

6. Individual or Joint/Group Filing(Check

198 CHAMPION COURT 08/10/2016

below)

Executive Chairman

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

(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN JOSE, CA 95134

Person

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Instr. 3, 4 and 5)

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned (T)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

(9-02)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Disposed	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
Restricted Stock Units (1)	<u>(2)</u>	08/10/2016		A	132,50	8	(3)	<u>(3)</u>	Common Stock	132,508

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BINGHAM H RAYMOND 198 CHAMPION COURT SAN JOSE, CA 95134	X		Executive Chairman				

Signatures

/s/ Pamela Tondreau,
attorney-in-fact 08/12/2016
**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) The Reporting Person was awarded a grant of Restricted Stock Units ("RSUs") upon his appointment as Executive Chairman and an employee of the Issuer, effective August 10, 2016.
- (2) This equity grant represents a contingent right to receive Issuer common stock on a one-for-one basis upon vesting of the RSUs.
- (3) This equity grant will vest quarterly in equal installments over the next three (3) years from the date of grant.

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.

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