### Edgar Filing: Buss Brad W - Form 4

Buss Brad W Form 4 March 16, 20	009							OMB AF	PROVAL
<b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB		
	• •	Was	shington,	D.C. 2054	49			Number:	3235-0287
Check th if no long									January 31, 2005
subject to Section 1 Form 4 c	o <b>SIAIEME</b> 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							verage rs per 0.5
Form 4 of Form 5 obligations may continue. See Instruction 1(b). 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							1935 or Section	response	0.0
(Print or Type	Responses)								
1. Name and A Buss Brad V	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol CYPRESS SEMICONDUCTOR				5. Relationship of Reporting Person(s) to Issuer			
		CORP /DE/ [CY]				(Check all applicable)			
(Last) 198 CHAM	(Month/E	<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>03/12/2009</li></ul>				Director X Officer (give below)	(give title Other (specify below) CFO		
			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		
SAN JOSE,	, CA 95134						Form filed by M Person	ore than One Rej	porting
(City)	(State) (Zip	) Tabl	le I - Non-I	Derivative Se	ecuriti	es Acqı	iired, Disposed of,	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	rity (Month/Day/Year) Execution Date, if r. 3) any		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/12/2009		М	356,584 (1)	А	\$0	452,529	D	
Common Stock	03/12/2009		F	147,877 (2)	D	\$ 5.94	304,652	D	

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. Transactio Code (Instr. 8)	<ul> <li>5. Number of</li> <li>tiorDerivative Securities</li> <li>Acquired (A) or</li> <li>Disposed of (D)</li> <li>(Instr. 3, 4, and 5)</li> </ul>		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
	ŗ			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Si
Restricted Stock Units	\$ 0	03/12/2009		М		164,808 (3)	03/12/2009	05/11/2015	Common Stock	1
Restricted Stock Units	\$ 0	03/12/2009		М	82,404 (5)		(5)	05/11/2015	Common Stock	

## **Reporting Owners**

Reporting Owner Name / Addu	ess	Relationships						
	Director	10% Owner	Officer	Other				
Buss Brad W 198 CHAMPION COURT SAN JOSE, CA 95134			CFO					
Signatures								
Brad Buss	03/16/2009							
**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).

As reported in Form 4 dated 5/11/2007, Mr. Buss was granted 2,060,110 Performance RSUs (as adjusted for the SunPower Spin factor of 4.12022) that could result in 0 to 412,022 Performance RSUs being earned annually by Mr. Buss based on the company's achievement of

- (1) performance milestones set by the Company's Compensation Committee. The amount reported on this Form 4 reflects the delivery based upon the achievement of 2008 performance milestones as approved by the Compensation Committee on March 12, 2009 and includes a milestone measured by the Company's Common Stock appreciation as compared to the SOXX Index. The remaining target shares have been forfeited and are not able to be earned in a future period.
- (2) The amount reported in this Form 4 represents shares withheld to comply with tax withholding requirements due to the settlement of performance grant milestones under the performance grant previously reported on Form 4 dated 5/11/2007.
- The amount reported on this Form 4 reflects the maximum amount that Mr. Buss was eligible to earn for 2008 based upon the(3) achievement of a performance milestone related to the Company's Common Stock appreciation as compared to the SOXX Index. Targeted shares related to performance milestones not achieved are forfeited and are not able to be earned in a future period.
- (4) Under the terms of the resolution of the Board of Directors, all options, RSUs and RSAs outstanding on September 29, 2008 have been adjusted by the SunPower conversion ratio of 4.12022 per share.
- (5) As reported in Form 4 dated 5/11/2007, Mr. Buss was granted 2,060,110 Performance RSUs (as adjusted for the SunPower Spin factor of 4.12022) that could result in 0 to 412,022 Performance RSUs being earned annually by Mr. Buss based on the company's achievement of

#### Edgar Filing: Buss Brad W - Form 4

performance milestones set by the Company's Compensation Committee. The amount reported on this Form 4 reflects the maximum amount that Mr. Buss is eligible to earn for the first half of 2009 based upon the achievement of a performance milestone related to the Company's Common Stock appreciation as compared to the SOXX Index. Targeted shares related to performance milestones not achieved are forfeited and are not able to be earned in a future period.

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.