

CYPRESS SEMICONDUCTOR CORP /DE/

Form 4

March 02, 2010

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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## 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)  
03/01/2010

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 or Price		
Common Stock	03/01/2010		S		300	D	\$ 11.8 6,796,386
Common Stock	03/01/2010		S		1,600	D	\$ 11.81 6,794,786
Common Stock	03/01/2010		S		1,500	D	\$ 11.82 6,793,286
Common Stock	03/01/2010		S		900	D	\$ 11.84 6,792,386
Common Stock	03/01/2010		S		1,400	D	\$ 11.85 6,790,986

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Common Stock	03/01/2010	S	300	D	\$ 11.86	6,790,686	D
Common Stock	03/01/2010	S	600	D	\$ 11.87	6,790,086	D
Common Stock	03/01/2010	S	1,300	D	\$ 11.88	6,788,786	D
Common Stock	03/01/2010	S	4,600	D	\$ 11.9	6,784,186	D
Common Stock	03/01/2010	S	4,378	D	\$ 11.91	6,779,808	D
Common Stock	03/01/2010	S	8,300	D	\$ 11.92	6,771,508	D
Common Stock	03/01/2010	S	2,200	D	\$ 11.93	6,769,308	D
Common Stock	03/01/2010	S	400	D	\$ 11.94	6,768,908	D
Common Stock	03/01/2010	S	91,300	D	\$ 11.95	6,677,608	D
Common Stock	03/01/2010	S	2,500	D	\$ 11.96	6,675,108	D
Common Stock	03/01/2010	S	200	D	\$ 11.97	6,674,908	D
Common Stock	03/01/2010	S	1,900	D	\$ 12	6,673,008	D
Common Stock	03/01/2010	S	100	D	\$ 12.01	6,672,908	D
Common Stock	03/01/2010	S	3,600	D	\$ 12.04	6,669,308	D
Common Stock	03/01/2010	S	35,300	D	\$ 12.05	6,634,008	D
Common Stock	03/01/2010	S	1,200	D	\$ 12.06	6,632,808	D
Common Stock	03/01/2010	S	2,300	D	\$ 12.07	6,630,508	D
Common Stock	03/01/2010	S	62,624	D	\$ 12.08	6,567,884	D
Common Stock	03/01/2010	S	600	D	\$ 12.1	6,567,284	D
Common Stock	03/01/2010	S	4,676	D	\$ 12.11	6,562,608	D
	03/01/2010	D		D		6,496,684	D

Common				65,924	\$			
Stock				<u>(1)</u>	11.96			
Common	03/01/2010		F	114,946	\$	D	6,381,738	D
Stock				<u>(2)</u>	11.96			

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## 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

Neil H. Weiss, Treasurer, as attorney-in-fact for Thurman J. Rodgers 03/02/2010

\_\_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) As reported in Form 4 dated 5/11/2007, Mr. Rodgers was granted 3,296,176 Performance Restricted Stock ("RS") (which were originally issued as restricted stock units and exchanged for RS under the terms of a tender offer dated August 2008) that could result in 0 to 659,235 Performance RS being earned annually by Mr. Rodgers based on the Company's achievement of performance milestones set by

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the Company's Compensation Committee. The amount reported on this Form 4 reflects the forfeiture of the non-achieved portion of certain 2nd half 2009 performance milestones as approved by the Compensation Committee on August 6, 2009 and includes a milestone measured by the Company's Common Stock appreciation as compared to the SOXX Index. The forfeited target shares are not able to be earned in a future period.

- (2) 114,946 shares were surrendered to pay tax applicable to the vesting of 263,693 restricted stock awards that were previously reported on Form 4 dated May 11, 2007

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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