

NAZARIAN DANA  
Form 4  
September 15, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)  
09/13/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 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)  
 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 or (D) Price		
Common Stock	09/13/2010		S		14,231 (1)	D	
Common Stock	09/13/2010		S		122,071 (2)	D	
Common Stock	09/13/2010		M		1,443	A	
Common Stock	09/13/2010		S		1,443	D	
Common Stock	09/13/2010		M		41,202	A	
					\$ 3,5314		
					46,034	D	

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Common Stock	09/13/2010	S	41,202	D	\$ 11.85	4,832	D
Common Stock	09/13/2010	M	13,716	A	\$ 3.9877	18,548	D
Common Stock	09/13/2010	S	13,716	D	\$ 11.85	4,832	D
Common Stock	09/13/2010	M	29,270	A	\$ 4.9075	34,102	D
Common Stock	09/13/2010	S	29,270	D	\$ 11.85	4,832	D
Common Stock	09/13/2010	M	45,322	A	\$ 3.9658	50,154	D
Common Stock	09/13/2010	S	45,322	D	\$ 11.85	4,832	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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option	\$ 4.757	09/13/2010		M	1,443	09/13/2010	10/23/2013	Common Stock	1,443
Non Qualified Stock Option	\$ 3.5314	09/13/2010		M	41,202	09/13/2010	02/25/2015	Common Stock	41,202
Non Qualified Stock	\$ 3.9877	09/13/2010		M	13,716	09/13/2010	10/27/2016	Common Stock	13,716

Option									
Non									
Qualified	\$ 4.9075	09/13/2010		M	29,270	09/13/2010	03/08/2018	Common	29,270
Stock								Stock	
Option									
Non									
Qualified	\$ 3.9658	09/13/2010		M	45,322	09/13/2010	09/08/2015	Common	45,322
Stock								Stock	
Option									

## 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

Neil H. Weiss, attorney-in-fact for Dana Nazarian. 09/15/2010

\*\*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) Sold Employee Stock Purchase Plan (ESPP) shares.
- (2) Sold Restricted Stock Units (RSU) shares.

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.