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CYPRESS SEMICONDUCTOR CORP /DE/

Form 4 March 05, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations

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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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Kothandaraman Badrinarayanan Issuer Symbol CYPRESS SEMICONDUCTOR (Check all applicable) CORP /DE/ [CY] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 198 CHAMPION COURT 03/03/2014 **Executive Vice President** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN JOSE, CA 95134 Person

(C:+-) (State)

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Secu	rities Acqui	red, Disposed of,	or Beneficiall	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	cquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Disposed of	(D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
				()	`	Reported	(I)	
				(A or		Transaction(s)	(Instr. 4)	
			Code V	Amount (D		(Instr. 3 and 4)		
Common Stock	03/03/2014		S	59,648 D	\$ 9.7822	124,778	D	

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

(7:-

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	•		Number		
								of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kothandaraman Badrinarayanan 198 CHAMPION COURT SAN JOSE, CA 95134

Executive Vice President

Signatures

Neil H. Weiss, as attorney-in-fact for Badrinarayanan Kothandaraman

03/04/2014

**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).

The amount reported in this Form 4 represents shares sold to comply with tax withholding requirements due to the delivered shares (1) related to achievement under the Tier 1 and Tier 2 milestones of the 2013 Performance Based Accelerated Restricted Stock previously reported on Form 4 dated 3/3/2014.

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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