

CYPRESS SEMICONDUCTOR CORP /DE/

Form 4

February 05, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

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

(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)  
02/03/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
EVP, Memory Products Division

SAN JOSE, CA 95134

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  
\_\_\_\_ 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 (1)	(A) or (D)	Price
Common Stock	02/03/2016		M		10,000 (1)	A	(2) 313,482 (3)
Common Stock	02/03/2016		M		30,000 (1)	A	(2) 343,482

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance and Service Based Restricted Stock Units	(4)	02/03/2016		M	10,000	(5) (5)	Common Stock 10,000
Performance and Service Based Restricted Stock Units	(4)	02/03/2016		M	30,000	(6) (7)	Common Stock 30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NAZARIAN DANA 198 CHAMPION COURT SAN JOSE, CA 95134	EVP, Memory Products Division

## Signatures

/s/ Pamela Tondreau, attorney-in-fact for DANA  
NAZARIAN

02/05/2016

\_\_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) Represents the aggregate number of shares of Issuer common stock acquired upon vesting of the performance and service based Restricted Stock Units (the "RSUs").
- (2) Upon vesting, the RSUs convert into Issuer common stock on a one-for-one basis.
- (3) Includes 320 shares acquired by the Reporting Person on December 29, 2015 pursuant to the Issuer's Employee Stock Purchase Plan.
- (4) Represents a contingent right to receive Issuer common stock on a one-for-one basis.
- (5)

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On March 29, 2014, the Reporting Person was granted 40,000 performance and service based RSUs, vesting in two (2) installments beginning on January 16, 2015 and then on January 29, 2016, subject to and following approval by the Compensation Committee of the Issuer's Board of Directors (the "Committee"). On February 3, 2016, the Committee determined that the performance and service criteria has been satisfied with respect to the vesting of the RSUs. The grant award is fully vested.

- (6) On March 3, 2015, the Reporting Person was granted 90,000 performance and service based RSUs, vesting in three (3) equal annual installments beginning on January 29, 2016, subject to and following approval by the Committee. On February 3, 2016, the Committee determined that the performance and service criteria had been satisfied with respect to the vesting of the RSUs.
- (7) On March 3, 2015, the Reporting Person was granted 90,000 performance and service based RSUs, vesting in three (3) equal annual installments beginning on January 29, 2016, subject to and following approval by the Committee.

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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