#### CYPRESS SEMICONDUCTOR CORP /DE/

11/14/2014

11/14/2014

Stock

Stock

Common

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M4

**S4** 

466

248 (2) D

Α

\$ 10.04

10 2431

127,816

127,568

D

D

Form 5

January 26, 2015

#### **OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **El-Khoury Hassane** Symbol CYPRESS SEMICONDUCTOR (Check all applicable) CORP /DE/ [CY] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner \_ Officer (give title X (Month/Day/Year) Other (specify below) below) 12/28/2014 **Executive Vice President** 198 CHAMPION COURT (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) SAN JOSE, CAÂ 95134 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and 4) Amount (D) Price Common Â Â 10/31/2014 M4 667 \$ 9.91 127,704 D Α Stock Common 10/31/2014 Â 354 (1) D Â S4 \$ 9.9434 127,350 D Stock Common

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Common Stock 12/31/2014 Â J4 864 (3) A \$ 8.925 128,432 D Â

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

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SEC 2270 (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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	10/31/2014	Â	M4	Â	667	(4)	12/08/2018	Common Stock	667
Restricted Stock Units	\$ 0	11/14/2014	Â	M4	Â	466	(4)	12/01/2019	Common Stock	466

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

El-Khoury Hassane

198 CHAMPION COURT Executive Vice President SAN JOSE, CAÂ 95134

## **Signatures**

Neil H. Weiss, as attorney-in-fact for Hassane El-Khoury 01/13/2015

\*\*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) Inadvertently omitted filing Form 4 for October 31, 2014 transaction, 354 shares were sold to pay tax applicable to the vesting of 667 restricted stock units.

Reporting Owners 2

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- (2) Inadvertently omitted filing Form 4 for November 14, 2014 transaction, 248 shares were sold to pay tax applicable to the vesting of 466 restricted stock units.
- (3) Shares acquired through the Employee Stock Purchase Plan (ESPP).
- (4) Service based grant that vests annually over five years.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.