

CYPRESS SEMICONDUCTOR CORP /DE/  
 Form 4  
 May 09, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BINGHAM H RAYMOND**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/05/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**198 CHAMPION COURT**

(Street)

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

**SAN JOSE, CA 95134**

(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	(A) or (D)	Price
Common Stock	05/05/2016		M		15,302	A	\$ 0 (1)
Common Stock	05/05/2016		S		7,651 (2)	D	\$ 9.51
Common Stock					70,636	I	By limited partnership (3)

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

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SEC 1474 (9-02)

**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)

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
Restricted Stock Units <sup>(4)</sup>	<u>(5)</u>	05/05/2016		M		15,302	<u>(5)</u> <u>(5)</u> Common Stock	15,302
Restricted Stock Units <sup>(6)</sup>	<u>(7)</u>	05/06/2016		A		21,459	<u>(7)</u> <u>(7)</u> Common Stock	21,459

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BINGHAM H RAYMOND 198 CHAMPION COURT SAN JOSE, CA 95134		X		

## Signatures

/s/ Pamela Tondreau, as attorney-in-fact

05/09/2016

\_\_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) Upon vesting, each Restricted Stock Unit ("RSU") converts into common stock on a one-for-one basis.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person and represent the aggregate number of shares of Issuer common stock sold for payment of the tax liability incident to the vesting of the RSUs issued in accordance with Rule 16b-3.

(3) Shares held in a limited partnership. Trusts for the Reporting Person's children hold partnership interests in the limited partnership. The Reporting Person has authority to act on behalf of the limited partnership. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his beneficiary interest therein.

(4) Received upon election to the Issuer's board of directors at the Issuer's 2015 annual stockholders meeting (the "2015 Annual Equity Grant").

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- (5) This 2015 Annual Equity Grant represents a contingent right to receive Issuer common stock on a one-for-one basis and is fully vested.
- (6) Received upon election to the Issuer's board of directors at the Issuer's 2016 annual stockholders meeting (the "2016 Annual Equity Grant").
- (7) This 2016 Annual Equity Grant to non-employee members of the Issuer's board of directors represents a contingent right to receive Issuer common stock on a one-for-one basis and is fully vested on the day before the next annual stockholders meeting.

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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