

CYPRESS SEMICONDUCTOR CORP /DE/

Form 4

January 23, 2015

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 *
Thad Trent

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)
01/21/2015

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

SAN JOSE, CA 95134

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 (A) or (D) Price		
Common Stock	01/21/2015		A		8,283 (1) \$ 14.16	D	
Common Stock	01/22/2015		S		3,507 (2) 14.3458	D	
Common Stock	01/21/2015		M		6,000 (3) \$ 14.16	D	
Common Stock	01/22/2015		S		2,184 (4) 14.3458	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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
Performance/Service Restricted Stock Units	\$ 0	01/21/2015		M	6,000	01/21/2015 03/29/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thad Trent 198 CHAMPION COURT SAN JOSE, CA 95134			CFO	

Signatures

Neil H. Weiss, Treasurer, as attorney-in-fact for Thad Trent

01/23/2015

__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) Represents delivered shares, before tax, related to the achievement under the Tier 1 milestone of the 2014 Performance Based Accelerated Restricted Stock granted March 29, 2014.
- (2) 3,507 shares sold to pay tax applicable to the 8,283 delivered shares related to achievement under the Tier 1 milestone of the 2014 Performance Based Accelerated Restricted Stock granted March 29, 2014.
- (3) Represents delivered shares, before tax, related to the achievement of 75% of Tier 3 milestone of the 2014 Performance Based Accelerated Restricted Stock granted March 29, 2014.
- (4)

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2,184 shares sold to pay tax applicable to the 6,000 delivered shares related to achievement of 75% of Tier 3 milestone of the 2014 Performance Based Accelerated Restricted Stock granted March 29, 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.