

CYPRESS SEMICONDUCTOR CORP /DE/  
 Form 4  
 March 20, 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 \*  
**WISHART MICHAEL S**

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)  
**03/18/2015**

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

**C/O CYPRESS SEMICONDUCTOR CORPORATION, 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)
Common Stock	03/18/2015		M	(A) or (D) A	51,574 (1) \$ 0	D	
Common Stock	03/18/2015		S	(A) or (D) D	11,881 (3) \$ 15.153 (4) 58,594	D	
Common Stock	03/18/2015		S	(A) or (D) D	9,495 (3) \$ 15.1532 (5) 49,099	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 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)	8. Amount or Number of Shares
Restricted Stock Units	(6)	03/18/2015		M	28,665	(6) (6)	Common Stock	28,665
Restricted Stock Units	(6)	03/18/2015		M	22,909	(6) (6)	Common Stock	22,909

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

WISHART MICHAEL S  
C/O CYPRESS SEMICONDUCTOR CORPORATION  
198 CHAMPION COURT  
SAN JOSE, CA 95134

X

## Signatures

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

03/20/2015

\*\*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).

- Represents the aggregate number of Issuer common stock acquired upon settlement of the restricted stock unit awards received by the Reporting Person pursuant to the Agreement and Plan of Merger and Reorganization dated as of December 1, 2014, by and among the
- (1) Issuer, Mustang Acquisition Corporation (a wholly owned subsidiary of the Issuer) and Spansion Inc. (the transactions contemplated therein, the "Merger").
  - (2) Includes 18,901 shares of Issuer common stock received by the Reporting Person in the Merger.

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- (3) Represents the aggregate number of shares of Issuer common stock sold to cover taxes due upon vesting and settlement of the RSU's (as defined below).
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$15.351 to \$15.151 per share. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- (4) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$15.323 to \$15.151 per share. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- (5) Represents a contingent right to receive Issuer common stock on a one-for-one basis. These Restricted Stock Units (the "RSU's") are fully vested, being subject to the same terms and conditions as were applicable to the Spansion Inc. RSU's from which they converted in connection with the Merger.
- (6)

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.