

CYPRESS SEMICONDUCTOR CORP /DE/

Form 4

May 18, 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 *
ALBRECHT W STEVE2. 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)
05/14/2015☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

SAN JOSE, CA 95134

(City) (State) (Zip)

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**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 Ownership (Instr. 4)
Common Stock	05/14/2015		M	18,421 A	\$ 0 (1) 147,978	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)**

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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)	Amount or Number of Share
Restricted Stock Units <u>(2)</u>	<u>(3)</u>	05/14/2015		M	18,421	<u>(3)</u> <u>(3)</u>	Common Stock	18,421
Restricted Stock Units <u>(4)</u>	<u>(5)</u>	05/15/2015		A	15,302	<u>(5)</u> <u>(5)</u>	Common Stock	15,302

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALBRECHT W STEVE 198 CHAMPION COURT SAN JOSE, CA 95134	X			

Signatures

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

05/18/2015

__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) Upon vesting, each Restricted Stock Unit converts into common stock on a one-for-one basis.
- (2) Received upon election to the Issuer's board of directors at the Issuer's 2014 annual stockholders meeting (the "2014 Annual Equity Grant").
- (3) This 2014 Annual Equity Grant represents a contingent right to receive Issuer common stock on a one-for-one basis and is fully vested.
- (4) Received upon election to the Issuer's board of directors at the Issuer's 2015 annual stockholders meeting (the "2015 Annual Equity Grant").
- (5) This 2015 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. 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.