CYPRESS SEMICONDUCTOR CORP /DE/

Form 4 May 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

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) 05/01/2015

_X__ Director 10% Owner _Other (specify Officer (give title

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

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. Transactic Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	05/01/2015		M	20,000	A		120,765	D		
Common Stock	05/01/2015		S	20,000	D	\$ 13.11 (1)	100,765	D		
Common Stock	05/04/2015		S	25,000	D	\$ 13.12 (2)	75,765	D (3)		

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Common			By limited
Stock	70,636	I	partnership
SIUCK			<u>(4)</u>

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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)	4. Transaction Code (Instr. 8)	5. Number of tiorDerivative Securities) Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D)		Securities Acquired (A) or Disposed of (D)		onDerivative Securities Acquired (A) or Disposed of (D)		Derivative Securities Acquired (A) or Disposed of (D)		orDerivative Securities Acquired (A) or Disposed of (D)		orDerivative Securities Acquired (A) or Disposed of (D)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	and s	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares												
Director Stock Option (Right to Buy) (5)	\$ 4.28 <u>(6)</u>	05/04/2015	M		20,000	03/12/2015	05/09/2017	Common Stock	20,000												

Reporting Owners

Reporting Owner Name / Address	Relationships					
- Topotong o Harris Handy (Lauren)	Director	10% Owner	Officer	Other		
BINGHAM H RAYMOND						
C/O CYPRESS SEMICONDUCTOR CORPORATION 198 CHAMPION COURT	X					
SAN JOSE, CA 95134						

Signatures

/s/ Pam Tondreau, as attorney-in-fact 05/05/2015 **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).

Reporting Owners 2

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- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$13.10 to

 \$13.13 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.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$13.11 to

 \$13.14 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.
- (3) Represents shares held by the Reporting Person and by Bingham Investments, LP.
- 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.
- Received as provided in the Agreement and Plan of Merger and Reorganization dated as of December 1, 2014 (the "Merger Agreement" and, the transactions contemplated therein, the "Merger"), by and among the Issuer, Mustang Acquisition Corporation (a wholly owned subsidiary of the Issuer) and Spansion Inc. ("Spansion") in exchange for a stock option to purchase 30,000 shares of Spansion common stock at the exercise price of \$10.51 per share. The number of shares underlying this option and the exercise price thereof were adjusted to reflect the Exchange Ratio as provided in the Merger Agreement whereby each share of Spansion common stock was canceled and
- automatically converted into 2.457 shares of Issuer common stock.

 The number of shares underlying this option and the exercise price thereof were adjusted to reflect the Exchange Ratio, as provided in the (6) Merger Agreement. This option is subject to the same terms and conditions as were applicable to the Spansion stock option from which it

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.