

Chatila Ahmad R
 Form 4
 February 12, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Chatila Ahmad R

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)
 02/10/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

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)
				(A) or (D)	Price		
Common Stock	02/10/2009		M	A	\$ 1.7887	69,164	D
Common Stock	02/10/2009		S	D	\$ 5.1556	64,632	D
Common Stock	02/10/2009		M	A	\$ 1.7887	69,576	D
Common Stock	02/10/2009		S	D	\$ 5.1556	64,632	D
Common Stock	02/10/2009		M	A	\$ 4.757	86,606	D

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Common Stock	02/10/2009	S	21,974	D	\$ 5.1556	64,632	D
Common Stock	02/10/2009	M	16,481	A	\$ 3.5314	81,113	D
Common Stock	02/10/2009	S	16,481	D	\$ 5.1556	64,632	D
Common Stock	02/10/2009	M	5,494	A	\$ 3.5314	70,126	D
Common Stock	02/10/2009	S	5,494	D	\$ 5.1556	64,632	D
Common Stock	02/10/2009	M	36,917	A	\$ 3.9877	101,549	D
Common Stock	02/10/2009	S	36,917	D	\$ 5.1556	64,632	D
Common Stock	02/10/2009	M	56,653	A	\$ 3.3785	121,285	D
Common Stock	02/10/2009	S	56,653	D	\$ 5.1556	64,632	D
Common Stock	02/10/2009	M	21,977	A	\$ 2.1916	86,609	D
Common Stock	02/10/2009	S	21,977	D	\$ 5.1556	64,632	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified	\$ 1.7887	02/10/2009		M	4,532	02/10/2009	03/27/2013	Common Stock	4,532

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Stock Option									
Non Qualified Stock Option	\$ 1.7887	02/10/2009	M	4,944	02/10/2009	03/27/2013	Common Stock	4,944	
Non Qualified Stock Option	\$ 4.757	02/10/2009	M	21,974	02/10/2009	10/23/2013	Common Stock	21,974	
Non Qualified Stock Option	\$ 3.5314	02/10/2009	M	16,481	02/10/2009	02/25/2015	Common Stock	16,481	
Non Qualified Stock Option	\$ 3.5314	02/10/2009	M	5,494	02/10/2009	02/25/2015	Common Stock	5,494	
Non Qualified Stock Option	\$ 3.9877	02/10/2009	M	36,917	02/10/2009	10/27/2016	Common Stock	36,917	
Non Qualified Stock Option	\$ 3.3785	02/10/2009	M	56,653	02/10/2009	07/18/2015	Common Stock	56,653	
Non Qualified Stock Option	\$ 2.1916	02/10/2009	M	21,977	02/10/2009	10/08/2014	Common Stock	21,977	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chatila Ahmad R 198 CHAMPION COURT SAN JOSE, CA 95134			Executive Vice President	

Signatures

Ahmad Chatila 02/12/2009
 **Signature of Date
 Reporting Person

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) Includes 264,484 options issued as a result of the spin of SunPower Corporation on September 29, 2008 as authorized by the Cypress Board of Directors.

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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