

CYPRESS SEMICONDUCTOR CORP /DE/

Form 4

August 03, 2009

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 *
BENHAMOU ERIC

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)
07/31/2009

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	07/31/2009		M		1,200	A	\$ 3.1916	118,564	D
Common Stock	07/31/2009		S		1,200	D	\$ 10.6001	117,364	D
Common Stock	07/31/2009		M		2,900	A	\$ 3.1916	120,264	D
Common Stock	07/31/2009		S		2,900	D	\$ 10.7101	117,364	D
Common Stock	07/31/2009		M		800	A	\$ 3.1916	118,164	D

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Common Stock	07/31/2009	S	800	D	\$ 10.7001	117,364	D
Common Stock	07/31/2009	M	12,400	A	\$ 3.1916	129,764	D
Common Stock	07/31/2009	S	12,400	D	\$ 10.66	117,364	D
Common Stock	07/31/2009	M	100	A	\$ 3.1916	117,464	D
Common Stock	07/31/2009	S	100	D	\$ 10.7002	117,364	D
Common Stock	07/31/2009	M	3,500	A	\$ 3.1916	120,864	D
Common Stock	07/31/2009	S	3,500	D	\$ 10.7	117,364	D
Common Stock	07/31/2009	M	600	A	\$ 3.1916	117,964	D
Common Stock	07/31/2009	S	600	D	\$ 10.705	117,364	D
Common Stock	07/31/2009	M	500	A	\$ 3.1916	117,864	D
Common Stock	07/31/2009	S	500	D	\$ 10.695	117,364	D
Common Stock	07/31/2009	M	608	A	\$ 3.1916	117,972	D
Common Stock	07/31/2009	S	608	D	\$ 10.6	117,364	D
Common Stock	07/31/2009	M	33,200	A	\$ 3.1916	150,564	D
Common Stock	07/31/2009	S	33,200	D	\$ 10.69	117,364	D
Common Stock	07/31/2009	M	9,742	A	\$ 3.1916	127,106	D
Common Stock	07/31/2009	S	9,742	D	\$ 10.6801	117,364	D
Common Stock	07/31/2009	M	5,900	A	\$ 3.1916	123,264	D
Common Stock	07/31/2009	S	5,900	D	\$ 10.6901	117,364	D
Common Stock	07/31/2009	M	5,000	A	\$ 3.1916	122,364	D
	07/31/2009	S	5,000	D	\$ 10.64	117,364	D

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Common Stock							
Common Stock	07/31/2009		M	2,100	A	\$ 3.1916	119,464 D
Common Stock	07/31/2009		S	2,100	D	\$ 10.71	117,364 D
Common Stock	07/31/2009		M	2,700	A	\$ 3.1916	120,064 D
Common Stock	07/31/2009		S	2,700	D	\$ 10.6701	117,364 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 Stock Option	\$ 3.1916	07/31/2009		M	1,200	07/31/2009	07/22/2013	Common Stock	1,200
Non Qualified Stock Option	\$ 3.1916	07/31/2009		M	2,900	07/31/2009	07/22/2013	Common Stock	2,900
Non Qualified Stock Option	\$ 3.1916	07/31/2009		M	800	07/31/2009	07/22/2013	Common Stock	800
Non Qualified Stock Option	\$ 3.1916	07/31/2009		M	12,400	07/31/2009	07/22/2013	Common Stock	12,400

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Non Qualified Stock Option	\$ 3.1916	07/31/2009	M	100	07/31/2009	07/22/2013	Common Stock	100
Non Qualified Stock Option	\$ 3.1916	07/31/2009	M	3,500	07/31/2009	07/22/2013	Common Stock	3,500
Non Qualified Stock Option	\$ 3.1916	07/31/2009	M	600	07/31/2009	07/22/2013	Common Stock	600
Non Qualified Stock Option	\$ 3.1916	07/31/2009	M	500	07/31/2009	07/22/2013	Common Stock	500
Non Qualified Stock Option	\$ 3.1916	07/31/2009	M	608	07/31/2009	07/22/2013	Common Stock	608
Non Qualified Stock Option	\$ 3.1916	07/31/2009	M	33,200	07/31/2009	07/22/2013	Common Stock	33,200
Non Qualified Stock Option	\$ 3.1916	07/31/2009	M	9,742	07/31/2009	07/22/2013	Common Stock	9,742
Non Qualified Stock Option	\$ 3.1916	07/31/2009	M	5,900	07/31/2009	07/22/2013	Common Stock	5,900
Non Qualified Stock Option	\$ 3.1916	07/31/2009	M	5,000	07/31/2009	07/22/2013	Common Stock	5,000
Non Qualified Stock Option	\$ 3.1916	07/31/2009	M	2,100	07/31/2009	07/22/2013	Common Stock	2,100
Non Qualified Stock Option	\$ 3.1916	07/31/2009	M	2,700	07/31/2009	07/22/2013	Common Stock	2,700

Reporting Owners

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

Signatures

Neil H. Weiss, Treasurer, as attorney-in-fact for Eric Benhamou.

08/03/2009

__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) Under the terms of the resolution of the Board of Directors, all options, RSUs and RSAs outstanding on September 29, 2008 have been adjusted by the SunPower conversion ratio of 4.12022 per share.

Remarks:

1 of 2 of Form 4

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.