

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 Price			
Common Stock	07/31/2009		M		1,154 A \$ 3.1916	118,518	D	
Common Stock	07/31/2009		S		1,154 D \$ 10.6501	117,364	D	
Common Stock	07/31/2009		M		4,746 A \$ 3.3372	122,110	D	
Common Stock	07/31/2009		S		4,746 D \$ 10.6501	117,364	D	
Common Stock	07/31/2009		M		17,100 A \$ 3.3372	134,464	D	

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Common Stock	07/31/2009		S	17,100	D	\$ 10.67	117,364	D
Common Stock	07/31/2009		M	29,061	A	\$ 3.3372	146,425	D
Common Stock	07/31/2009		S	29,061	D	\$ 10.68	117,364	D
Common Stock	07/31/2009		M	520	A	\$ 3.3372	117,884	D
Common Stock	07/31/2009		S	520	D	\$ 10.6302	117,364	D
Common Stock	07/31/2009		M	5,700	A	\$ 3.3372	123,064	D
Common Stock	07/31/2009		S	5,700	D	\$ 10.6601	117,364	D
Common Stock	07/31/2009		M	6,400	A	\$ 3.3372	123,764	D
Common Stock	07/31/2009		S	6,400	D	\$ 10.6879	117,364	D
Common Stock	07/31/2009		M	3,200	A	\$ 3.3372	120,564	D
Common Stock	07/31/2009		S	3,200	D	\$ 10.65	117,364	D
Common Stock	07/31/2009		M	1,300	A	\$ 3.3372	118,664	D
Common Stock	07/31/2009		S	1,300	D	\$ 10.6301	117,364	D
Common Stock	07/31/2009		M	14,377	A	\$ 3.3372	131,741	D
Common Stock	07/31/2009		S	14,377	D	\$ 10.63	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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V (A)	(D)					
Non Qualified Stock Option	\$ 3.1916	07/31/2009	M	1,154	07/31/2009	07/22/2013	Common Stock	1,154
Non Qualified Stock Option	\$ 3.3372	07/31/2009	M	4,746	07/31/2009	07/22/2012	Common Stock	4,746
Non Qualified Stock Option	\$ 3.3372	07/31/2009	M	17,100	07/31/2009	07/22/2012	Common Stock	17,100
Non Qualified Stock Option	\$ 3.3372	07/31/2009	M	29,061	07/31/2009	07/22/2012	Common Stock	29,061
Non Qualified Stock Option	\$ 3.3372	07/31/2009	M	520	07/31/2009	07/22/2012	Common Stock	520
Non Qualified Stock Option	\$ 3.3372	07/31/2009	M	5,700	07/31/2009	07/22/2012	Common Stock	5,700
Non Qualified Stock Option	\$ 3.3372	07/31/2009	M	6,400	07/31/2009	07/22/2012	Common Stock	6,400
Non Qualified Stock Option	\$ 3.3372	07/31/2009	M	3,200	07/31/2009	07/22/2012	Common Stock	3,200
Non Qualified Stock Option	\$ 3.3372	07/31/2009	M	1,300	07/31/2009	07/22/2012	Common Stock	1,300
Non Qualified Stock	\$ 3.3372	07/31/2009	M	14,377	07/31/2009	07/22/2012	Common Stock	14,377

Option

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:

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