

Ramanathan Dinesh
 Form 4
 August 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 *
 Ramanathan Dinesh

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)
 08/10/2009

____ 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)
			Code	V	Amount or Price		
Common Stock	08/10/2009		M		127,496 (1)	A	\$ 0 150,571 D
Common Stock	08/10/2009		F		58,330 (2)	D	\$ 10.47 92,241 D
Common Stock	08/11/2009		S		10,000	D	\$ 10.46 82,241 D
Common Stock	08/11/2009		S		10,000	D	\$ 10.48 72,241 D
Common Stock	08/11/2009		S		30,000	D	\$ 10.45 42,241 D

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The amount reported in this Form 4 represents shares withheld to comply with tax withholding requirements due to the settlement of performance grant milestones reported under footnote #1 above.

- (3) The amount reported on this Form 4 reflects the maximum amount that Mr. Ramanathan was eligible to earn for first half 2009 based upon the achievement of a performance milestone related to the Company's Common Stock appreciation as compared to the SOXX Index. Targeted shares related to performance milestones not achieved are forfeited and are not able to be earned in a future period.

- (4) As reported in Form 4 dated 5/11/2007, Mr. Ramanathan was granted 1,287,568 Performance RSUs (as adjusted for the SunPower Spin factor of 4.12022) that could result in 0 to 257,513 Performance RSUs being earned annually by Mr. Ramanathan based on the company's achievement of performance milestones set by the Company's Compensation Committee. The amount reported on this Form 4 reflects the maximum amount that Mr. Ramanathan is eligible to earn for the second half 2009 based upon the achievement of a performance milestones related to the Company's Common Stock appreciation as compared to the SOXX Index. Targeted shares related to performance milestones not achieved are forfeited and are not able to be earned in a future period.

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.