Ramanathan Dinesh Form 4

August 12, 2009

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person ** Ramanathan Dinesh

Diffesti

(First) (Middle)

198 CHAMPION COURT

(Street)

2. Issuer Name and Ticker or Trading

Symbol CYPRESS SEMICONDUCTOR

CORP /DE/ [CY]
3. Date of Earliest Transaction

(Month/Day/Year) 08/10/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

_X_Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

SAN JOSE, CA 95134

(City)	(State)	(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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
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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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 actionDerivative Securities Acquired 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	08/10/2009		M		51,502 (3)	08/10/2009(3)	05/11/2015	Common Stock
Restricted Stock Units	\$ 0	08/10/2009		M	51,503 (4)		<u>(4)</u>	05/11/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ramanathan Dinesh 198 CHAMPION COURT SAN JOSE, CA 95134

Executive Vice President

Signatures

Neil H. Weiss, Treasurer, as attorney-in-fact for Dinesh Ramanathan.

08/12/2009

**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).

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 delivery based upon the achievement of first half 2009 performance milestones as approved by the Compensation Committee on August 6, 2009 and includes a milestone measured by the Company's Common Stock appreciation as compared to the SOXX Index. The remaining target shares have been forfeited and are not able to be earned in a future period.

(2)

Reporting Owners 2

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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.

- 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.
 - 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
- (4) 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.