

GOPALSWAMY SUDHIR

Form 4

March 02, 2018

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOPALSWAMY SUDHIR

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)

SAN JOSE, CA 95134

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2018

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Microcontroller/Connect

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/28/2018		M	(A) or (D) 2,655 (1)	\$ 0 (2)	97,164	D
Common Stock	03/01/2018		F	936	\$ 17.1729	96,228	D
Common Stock	02/28/2018		M	589 (3)	\$ 0 (2)	96,817	D
Common Stock	03/01/2018		F	208	\$ 17.1729	96,609	D
Common Stock	02/28/2018		M	26,512 (4)	\$ 0 (2)	123,121	D

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Common Stock	03/01/2018	F	12,105	D	\$ 17.1736 (5)	111,016	D
Common Stock	02/28/2018	M	36,589 (6)	A	\$ 0 (2)	147,605	D
Common Stock	03/01/2018	F	18,480	D	\$ 17.1635 (7)	129,125	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

GOPALSWAMY SUDHIR
198 CHAMPION COURT
SAN JOSE, CA 95134

Director 10% Owner Officer Other

EVP, Microcontroller/Connect

Signatures

/s/ Pamela L. Tondreau,
attorney-in-fact

03/02/2018

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).
- Represents the aggregate number of shares of Issuer common stock earned upon achieving performance milestones and specific targets
- (1) pursuant to the March 3, 2015 grant awarded under the Issuer's 2013 Stock Plan (the "Stock Plan") as part of the Issuer's Performance Based Accelerated Restricted Stock Program (the "PARS Program").
- (2) Each performance-based restricted stock unit represented a contingent right to earn a share of Issuer common stock upon achieving performance milestones and specific targets pursuant to the grant.
- (3) Represents the aggregate number of shares of Issuer common stock earned upon achieving performance milestones and specific targets pursuant to the April 27, 2016 grant awarded under the Issuer's Stock Plan as part of the Issuer's PARS Program.
- (4) Represents the aggregate number of shares of Issuer common stock earned upon achieving performance milestones and specific targets pursuant to the October 21, 2016 grant awarded under the Issuer's Stock Plan as part of the Issuer's PARS Program.
- The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.17 to \$17.185 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- (5)
- (6) Represents the aggregate number of shares of Issuer common stock earned upon achieving performance milestones and specific targets pursuant to the March 16, 2017 grant awarded under the Issuer's Stock Plan as part of the Issuer's PARS Program.
- The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.16 to \$17.18 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- (7)
- 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.