

El-Khoury Hassane
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 *
El-Khoury Hassane

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)
02/28/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & CEO

SAN JOSE, CA 95134

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/28/2018		S ⁽¹⁾		43,991	D	\$ 17.5957 ⁽²⁾
Common Stock	02/28/2018		M		32,760 ⁽⁴⁾	A	\$ 0 ⁽⁵⁾
Common Stock	03/01/2018		F		16,607	D	\$ 17.1
Common Stock	02/28/2018		M		5,940 ⁽⁶⁾	A	\$ 0 ⁽⁵⁾
Common Stock	03/01/2018		F		3,009	D	\$ 17.1 ⁽⁷⁾

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Common Stock	02/28/2018	M	110,985 (8)	A	\$ 0 (5)	356,636	D
Common Stock	03/01/2018	F	56,287	D	\$ 17.1 (7)	300,349	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
El-Khoury Hassane 198 CHAMPION COURT SAN JOSE, CA 95134	X President & CEO

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).

(1) The sale of these shares was subsequent to and a separate transaction from the transfer of shares that was pursuant to the domestic relations order referenced in footnote 3 to this Form 4.

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- (2) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.405 to \$17.76 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.

- (3) Since the date of the Reporting Person's last ownership report, he transferred 149,126 shares of Issuer common stock to his former spouse pursuant to a domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his former spouse.

- (4) Represents the aggregate number of shares of Issuer common stock earned upon achieving performance milestones and specific targets 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").

- (5) 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.

- (6) Represents the aggregate number of shares of Issuer common stock earned upon achieving performance milestones and specific targets pursuant to the April 1, 2016 grant awarded under the Issuer's Stock Plan as part of the Issuer's PARS Program.

- (7) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.10 to \$17.105 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.

- (8) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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