

GEHA SAM  
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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GEHA SAM

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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Corporate EVP, Memory Products

SAN JOSE, CA 95134

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)
Common Stock	02/28/2018		M	(A) or (D) 2,139 (1)	\$ 0 (2)	63,015	D
Common Stock	03/01/2018		F	754	\$ 17.2209 (3)	62,261	D
Common Stock	02/28/2018		M	1,375 (4)	\$ 0 (2)	63,636	D
Common Stock	03/01/2018		F	694	\$ 17.2209 (3)	62,942	D
	02/28/2018		M		\$ 0 (2)	88,137	D

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Common Stock					25,195 (5)		
Common Stock	03/01/2018	F	12,704	D	\$ 17.2209 (3)	75,433	D
Common Stock	02/28/2018	M	36,589 (6)	A	\$ 0 (2)	112,022	D
Common Stock	03/01/2018	F	17,193	D	\$ 17.2209 (3)	94,829	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Repor 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
GEHA SAM 198 CHAMPION COURT SAN JOSE, CA 95134	Corporate EVP, Memory Products

## 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 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").
  - (1) 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.

The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.20 to \$17.245 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.
  - (2) 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.
  - (3) 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.
  - (4) 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.
  - (5) 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.
  - (6)

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.