

CYPRESS SEMICONDUCTOR CORP /DE/

Form SC 13D/A

February 16, 2011

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 4)

CYPRESS SEMICONDUCTOR CORPORATION
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

232806109
(CUSIP Number)

T. J. Rodgers

President and Chief Executive Officer

Cypress Semiconductor Corporation

198 Champion Court

San Jose, California 95134

(408) 943-2600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 1, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

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CUSIP No. 232806109

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

T. J. Rodgers

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a) " (b) "

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

"

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

NUMBER OF **7** SOLE VOTING POWER:

SHARES

BENEFICIALLY

12,898,771

8 SHARED VOTING POWER:

OWNED BY

EACH

REPORTING **9** 90,660

SOLE DISPOSITIVE POWER:

PERSON

WITH:

12,898,771

10 SHARED DISPOSITIVE POWER:

90,660

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

12,989,431

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

7.36%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

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Item 1. Security and Issuer.

The class of equity securities to which this Schedule 13D/A relates is the common stock, par value \$0.01 per share, of Cypress Semiconductor Corporation, a Delaware corporation (Cypress or the Company). The principal executive offices of Cypress are located at 198 Champion Court, San Jose, California 95134.

Item 2. Identity and Background.

(a) This Schedule 13D/A is being filed by T.J. Rodgers, an individual.

(b) Mr. Rodgers' business address is: Cypress Semiconductor Corporation, 198 Champion Court, San Jose, California 95134.

(c) Mr. Rodgers currently serves as President and Chief Executive Officer of Cypress and sits on its Board of Directors. Cypress delivers high-performance, mixed-signal, programmable solutions that provide customers with rapid time-to-market and exceptional system value. Cypress offerings include the flagship PSoC® programmable system-on-chip families and derivatives such as PowerPSoC® solutions for high-voltage and LED lighting applications, CapSense® touch sensing and TrueTouch solutions for touchscreens. Cypress is the world leader in USB controllers, including the high-performance West Bridge® solution that enhances connectivity and performance in multimedia handsets. Cypress is also a leader in high-performance memories and programmable timing devices. Cypress serves numerous markets including consumer, mobile handsets, computation, data communications, automotive, industrial and military. Cypress' principal executive offices are located at 198 Champion Court, San Jose, California 95134.

(d) Mr. Rodgers has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Mr. Rodgers has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Rodgers is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

Not applicable.

Item 4. Purpose of Transaction.

This Amendment No. 4 amends and restates the Schedule 13D initially filed on October 24, 2008 (together, with all amendments thereto, the Schedule 13D) and is filed to report a decrease in the percentage of shares of Cypress common stock beneficially owned by Mr. Rodgers.

Item 5. Interest in Securities of the Issuer.

(a) The aggregate number of shares of common stock of Cypress beneficially owned by Mr. Rodgers is 12,989,431 consisting of:

(i) 6,689,507 shares of common stock held directly by Mr. Rodgers, 1,318,470 of which are shares of performance-based restricted stock 659,235 of which is yet to be released in respect of fiscal year 2010 and 659,235 of which will vest over one year;

(ii) 6,209,264 shares of common stock subject to stock options held by Mr. Rodgers, 6,121,709 of which are, exercisable or exercisable within 60 days of February 1, 2011;

(iii) 38,500 shares of common stock jointly held by Mr. Rodgers and Valeta Massey, the spouse of Mr. Rodgers; and

(iv) 52,160 shares of Cypress common stock held by Valeta Massey, the spouse of Mr. Rodgers.

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The percentage of Cypress common stock beneficially owned by Mr. Rodgers is approximately 7.36%, which is calculated, in accordance with rules of the Securities and Exchange Commission, using a total of (a) 170,363,000 shares of Cypress common stock issued and outstanding as of January 2, 2011, and (b) 6,209,264 shares of common stock subject to outstanding options held, as of January 2, 2011, by Mr. Rodgers as described above.

(b) The number of shares of Cypress common stock as to which Mr. Rodgers has:

(i) Sole power to vote or direct the vote: 12,898,771 shares;

(ii) Shared power to vote or direct the vote: 90,660 shares;

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(iii) Sole power to dispose or direct the disposition of: 12,898,771 shares; and

(iv) Shared power to dispose or direct the disposition of: 90,660 shares.

Mr. Rodgers shares the power to vote, direct the vote, dispose of or direct the disposition of the shares of Cypress common stock listed above with:

(A) Name: Valeta Massey.

(B) Business address: c/o T.J. Rodgers, Cypress Semiconductor Corporation, 198 Champion Court, San Jose, California 95134.

(C) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted: Valeta Massey serves as an assistant to Mr. Rodgers.

(D) Valeta Massey has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(E) Valeta Massey has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

(F) Citizenship: United States

(c) On December 10, 2010, Mr. Rogers sold 75,000 shares of Cypress common stock at a price range between \$18.01 and \$18.05 per share in open market sales. On December 13, 2010, Mr. Rodgers sold 267,211 shares of common stock at a price range between \$17.75 and 18.09. On December 17, 2010, Mr. Rodgers gifted 1,250 shares of common stock to a charitable organization. On December 17, 2010, Mr. Rodgers gifted 56,555 shares of common stock to a charitable organization. On February 1, 2011, Mr. Rodgers acquired 1,236,066 shares through the exercise of options of common stock, and sold 705,000 shares of common stock at the price of \$22.0425. On February 14, 2011, Mr. Rodgers gifted 200,000 shares of common stock to a charitable organization.

The information set forth in Item 4 above, which is incorporated by reference in its entirety herein.

(d) No person other than Mr. Rodgers and Valeta Massey, the spouse of Mr. Rodgers, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Cypress common stock reported in this Schedule 13D.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

There are no contracts, arrangements, understandings or relationships (legal or otherwise) between Mr. Rodgers and any person with respect to any securities of the Company other than stock option, restricted stock unit and similar employee equity agreements consistent with those used generally by the Company for employee equity awards.

Item 7. Materials to be Filed as Exhibits.

None.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2011

T.J. RODGERS

/s/ T.J. RODGERS

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)