

OWENS JEFFREY J

Form 4

May 14, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
OWENS JEFFREY J

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)
05/10/2018

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/10/2018		M		9,409	A	\$ 0 (1)
					9,409		D

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

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information contained in this form are not
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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)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	05/10/2018		M		9,409		(2)	(2)	Common Stock	9,409
Restricted Stock Units	(1)	05/11/2018		A		12,353		(3)	(3)	Common Stock	12,353

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OWENS JEFFREY J 198 CHAMPION COURT SAN JOSE, CA 95134	X			

Signatures

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

05/14/2018

 **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) Restricted stock units convert into common stock on a one-for-one basis upon vesting.

(2) On September 25, 2017, the Reporting Person was awarded a grant of 9,409 restricted stock units upon his appointment to the Issuer's board of directors on September 25, 2017 (the "2017 Annual Equity Grant"). The number of restricted stock units underlying this 2017 Annual Equity Grant was prorated to reflect the Reporting Person's appointment date to the Issuer's board of directors. This 2017 Annual Equity Grant to non-employee members of the Issuer's board of directors represents a contingent right to receive Issuer common stock on a one-for-one basis upon vesting and is fully vested on the day before the Issuer's 2018 annual meeting of stockholders.

(3) On May 11, 2018, the Reporting Person was awarded a grant of 12,353 restricted stock units upon election to the Issuer's board of directors at the Issuer's 2018 annual meeting of stockholders (the "2018 Annual Equity Grant"). This 2018 Annual Equity Grant to non-employee members of the Issuer's board of directors represents a contingent right to receive Issuer common stock on a one-for-one basis upon vesting and is fully vested on the day before the Issuer's 2019 annual meeting of stockholders.

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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