

NAZARIAN DANA
Form 4
May 07, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
NAZARIAN DANA

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)
05/05/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

SAN JOSE, CA 95135

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)
				(A) or (D)	Price		
Common Stock	05/05/2009		M	50,946	A \$ 4.0872	84,107	D
Common Stock	05/05/2009		S	50,946	D \$ 8.17	33,161	D
Common Stock	05/05/2009		M	30,934	A \$ 1.563	64,095	D
Common Stock	05/05/2009		S	30,934	D \$ 8.17	33,161	D
Common Stock	05/05/2009		M	26,781	A \$ 4.0872	59,942	D

Edgar Filing: NAZARIAN DANA - Form 4

Common Stock	05/05/2009	S	26,781	D	\$ 8.17	33,161	D
Common Stock	05/05/2009	M	26,437	A	\$ 4.757	59,598	D
Common Stock	05/05/2009	S	26,437	D	\$ 8.17	33,161	D
Common Stock	05/05/2009	M	10,300	A	\$ 4.0872	43,461	D
Common Stock	05/05/2009	S	10,300	D	\$ 8.17	33,161	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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A)	or Disposed of (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Non Qualified Stock Option	\$ 4.0872	05/05/2009		M	V	(A) 50,946	(D)	05/05/2009	10/08/2011	Common Stock	50,946
Non Qualified Stock Option	\$ 1.563	05/05/2009		M	V	(A) 30,934	(D)	05/05/2009	10/01/2012	Common Stock	30,934
Non Qualified Stock Option	\$ 4.0872	05/05/2009		M	V	(A) 26,781	(D)	05/05/2009	10/08/2011	Common Stock	26,781
Non Qualified Stock Option	\$ 4.757	05/05/2009		M	V	(A) 26,437	(D)	05/05/2009	10/23/2013	Common Stock	26,437

Non Qualified Stock Option	\$ 4.0872	05/05/2009		M	10,300	05/05/2009	10/08/2011	Common Stock	10,300
-------------------------------------	-----------	------------	--	---	--------	------------	------------	-----------------	--------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAZARIAN DANA 198 CHAMPION COURT SAN JOSE, CA 95135			Executive Vice President	

Signatures

Dana Nazarian 05/07/2009

__Signature of Date
Reporting Person

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).

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.