

Thad Trent
Form 4
February 06, 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 *
Thad Trent

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)
02/02/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, Finance & CFO

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	02/02/2018		M	20,000	A \$ 0 ⁽¹⁾	192,621	D
Common Stock	02/05/2018		F	7,475	D \$ 16.6728 ⁽²⁾	185,146	D
Common Stock	02/02/2018		M	10,000	A \$ 0 ⁽¹⁾	195,146	D
Common Stock	02/05/2018		F	3,574	D \$ 16.6146 ⁽³⁾	191,572	D
	02/02/2018		M	27,000	A \$ 0 ⁽¹⁾	218,572	D

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Common
Stock

Common Stock	02/05/2018	F	9,660	D	\$ 16.6042	208,912	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/02/2018		M		20,000		(4)	(4)	Common Stock	20,000
Restricted Stock Units	(1)	02/02/2018		M		10,000		(5)	(5)	Common Stock	10,000
Restricted Stock Units	(1)	02/02/2018		M		27,000		(6)	(6)	Common Stock	27,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Thad Trent
198 CHAMPION COURT
SAN JOSE, CA 95134

EVP, Finance & CFO

Signatures

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

02/06/2018

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 ("RSUs") convert into common stock on a one-for-one basis upon vesting.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.67 to \$16.675 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 footnote (2) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.6101 to \$16.615 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 footnote (3) to this Form 4.

(3) On March 3, 2015, the Reporting Person was granted 60,000 RSUs, vesting in three equal annual installments beginning on January 29, 2016.

(4) On May 7, 2015, the Reporting Person was granted 30,000 RSUs, vesting in three equal annual installments beginning on January 29, 2016.

(5) On April 1, 2016, the Reporting Person was granted 27,000 RSUs, vesting in one annual installment on February 2, 2018.

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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