

GOPALSWAMY SUDHIR

Form 4

February 20, 2019

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 *
GOPALSWAMY SUDHIR

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)

SAN JOSE, CA 95134

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2019

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, Microcontroller/Connect

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	02/16/2019		M	17,368	A \$ 0 ⁽¹⁾	139,556	D
Common Stock	02/16/2019		F	6,006 ⁽²⁾	D \$ 15.7	133,550	D
Common Stock	02/19/2019		S ⁽³⁾	3,000	D \$ ⁽⁴⁾ 15.577	130,550	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)

displays a currently valid OMB control number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(1)	02/15/2019		A	55,201	(5) (5)	Common Stock 55,201
Restricted Stock Units	(1)	02/16/2019		M	17,368	(6) (6)	Common Stock 17,368

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOPALSWAMY SUDHIR 198 CHAMPION COURT SAN JOSE, CA 95134	EVP, Microcontroller/Connect

Signatures

/s/ Pamela L. Tondreau,
attorney-in-fact 02/20/2019

__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) Represents shares withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting of restricted stock units.
- (3) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

(4) The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.54 to \$15.66 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 range set forth in this footnote to this Form 4.

(5) On February 15, 2019, the Reporting Person was granted 55,201 restricted stock units, with approximately 42% of the units vesting on the first anniversary of the grant date and the remainder of the units vesting in equal installments on the second and third anniversaries of the grant date.

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- (6) On February 16, 2018, the Reporting Person was granted 52,105 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

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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