

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>KISPERT JOHN H</u> _____ (Last) (First) (Middle) <u>C/O CYPRESS SEMICONDUCTOR CORPORATION</u> <u>198 CHAMPION COURT</u> _____ (Street) <u>SAN JOSE CA 95134</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CYPRESS SEMICONDUCTOR CORP</u> <u>/DE/ [CY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/17/2015		M		1,133,801 ⁽¹⁾	A	\$0.00	1,748,338 ⁽²⁾	D	
Common Stock	03/17/2015		S		316,941 ⁽³⁾	D	\$15.317 ⁽⁴⁾	1,431,397	D	
Common Stock	03/18/2015		S		303,059 ⁽³⁾	D	\$15.195 ⁽⁵⁾	1,128,338	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(6)	03/17/2015		M			66,339	(6)	(6)	Common Stock	66,339	\$0.00	0	D	
Restricted Stock Units	(6)	03/17/2015		M			229,319	(6)	(6)	Common Stock	229,319	\$0.00	0	D	
Performance Stock Units	(6)	03/17/2015		M			197,788	(6)	(6)	Common Stock	197,788	\$0.00	0	D	
Performance Stock Units	(6)	03/17/2015		M			515,970	(6)	(6)	Common Stock	515,970	\$0.00	0	D	
Performance Stock Units	(6)	03/17/2015		M			124,385	(6)	(6)	Common Stock	124,385	\$0.00	0	D	

Explanation of Responses:

- Represents the aggregate number of Issuer common stock acquired upon settlement of the restricted stock unit awards and performance stock unit awards received by the Reporting Person pursuant to the Agreement and Plan of Merger and Reorganization dated as of December 1, 2014, by and among the Issuer, Mustang Acquisition Corporation (a wholly owned subsidiary of the Issuer) and Spansion Inc. (the transactions contemplated therein, the "Merger").
- Includes 614,537 shares of Issuer common stock received by the Reporting Person in the Merger.
- Represents the aggregate number of shares of Issuer common stock sold to cover taxes due upon vesting and settlement of the RSU's (as defined below) and PSU's (as defined below).
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$15.03 to \$15.59 per share. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$14.91 to \$15.37 per share. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.
- Represents a contingent right to receive Issuer common stock on a one-for-one basis. These Restricted Stock Units (the "RSU's") and Performance Stock Units (the "PSU's") are fully vested, being subject to the same terms and conditions as were applicable to the Spansion Inc. RSU's and PSU's from which they converted in connection with the Merger.

Remarks:

/s/ Pam Tondreau, as attorney- 03/19/2015
in-fact

** Signature of Reporting Person Date

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

* 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.

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