

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* <b>RODGERS THURMAN J</b>			2. Issuer Name and Ticker or Trading Symbol <b>CYPRESS SEMICONDUCTOR CORP</b> <b>/DE/ [ CY ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>PRESIDENT &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/03/2016</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<b>198 CHAMPION COURT</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>SAN JOSE CA 95134</b>								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/03/2016		M		18,500 <sup>(1)</sup>	A	(2)	8,419,515	D	
Common Stock	02/03/2016		F		7,151 <sup>(3)</sup>	D	\$7.35	8,412,364	D	
Common Stock	02/03/2016		M		60,000 <sup>(1)</sup>	A	(2)	8,472,364	D	
Common Stock	02/03/2016		F		22,548 <sup>(3)</sup>	D	\$7.35	8,449,816	D	
Common Stock	02/04/2016		P		6,000	A	(4)	8,455,816	D	
Common Stock								100,000	I	By trust <sup>(5)</sup>
Common Stock								210,000	I	By trust <sup>(6)</sup>
Common Stock								210,000	I	By trust <sup>(7)</sup>

**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
Performance and Service Based Restricted Stock Units	(8)	02/03/2016		M		18,500	(9)	(9)	Common Stock	18,500	(2)	0	D	
Performance and Service Based Restricted Stock Units	(8)	02/03/2016		M		60,000	(10)	(11)	Common Stock	60,000	(2)	120,000	D	

**Explanation of Responses:**

1. Represents the aggregate number of shares of Issuer common stock acquired upon vesting of the performance and service based Restricted Stock Units (the "RSUs").
2. Upon vesting, the RSUs convert into Issuer common stock on a one-for-one basis.
3. Represents the aggregate number of shares of Issuer common stock withheld for payment of the tax liability incident to the vesting of the RSUs issued in accordance with Rule 16b-3.

4. These shares were purchased in multiple transactions at prices ranging from \$7.465 to \$7.490 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 purchased at each separate price within the range.
5. These shares are held by The Rodgers Massey 2012 Residences Trust, for which the Reporting Person and his spouse serve as co-trustees.
6. These shares are held by the T.J. Rodgers 2012 Irrevocable Trust, for which the Reporting Person's spouse serves as trustee.
7. These shares are held by the Valeta Massey 2012 Irrevocable Trust, for which the Reporting Person's spouse serves as trustee.
8. Represents a contingent right to receive Issuer common stock on a one-for-one basis.
9. On March 29, 2014, the Reporting Person was granted 74,000 performance and service based RSUs, vesting in two (2) installments beginning on January 16, 2015, previously reported as January 23, 2015, and then on January 29, 2016, subject to and following approval by the Compensation Committee of the Issuer's Board of Directors (the "Committee"). On February 3, 2016, the Committee determined that the performance and service criteria had been satisfied with respect to the vesting of the RSUs. The grant award is fully vested.
10. On March 3, 2015, the Reporting Person was granted 180,000 performance and service based RSUs, vesting in three (3) equal annual installments beginning on January 29, 2016, subject to and following approval by the Committee. On February 3, 2016, the Committee determined that the performance and service criteria had been satisfied with respect to the vesting of the RSUs.
11. On March 3, 2015, the Reporting Person was granted 180,000 performance and service based RSUs, vesting in three (3) equal annual installments beginning on January 29, 2016, subject to and following approval by the Committee.

**Remarks:**

/s/ Pamela Tondreau, attorney-  
in-fact for THURMAN J. RODGERS      02/05/2016

\*\* 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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