

<b>OMB APPROVAL</b>	
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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>BINGHAM H RAYMOND</u>  (Last) (First) (Middle) C/O CYPRESS SEMICONDUCTOR CORPORATION 198 CHAMPION COURT  (Street) SAN JOSE CA 95134  (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) 03/12/2015	
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	03/12/2015		A		94,061	A	(1)	94,061	D <sup>(2)</sup>	
Common Stock	03/12/2015		A		27,845	A	(3)	27,845	I	By limited partnership <sup>(4)</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	Expiration Date						Title
Director Stock Option (Right to Buy) <sup>(5)</sup>	\$4.28 <sup>(6)</sup>	03/12/2015		A		73,710 <sup>(6)</sup>		03/12/2015	05/09/2017	Common Stock	73,710 <sup>(6)</sup>	(5)	73,710 <sup>(6)</sup>	D	
Director Stock Option (Right to Buy) <sup>(7)</sup>	\$7.42 <sup>(6)</sup>	03/12/2015		A		184,275 <sup>(6)</sup>		03/12/2015	03/31/2018	Common Stock	184,275 <sup>(6)</sup>	(7)	184,275 <sup>(6)</sup>	D	
Director Stock Option (Right to Buy) <sup>(8)</sup>	\$5.05 <sup>(6)</sup>	03/12/2015		A		122,850 <sup>(6)</sup>		03/12/2015	04/01/2019	Common Stock	122,850 <sup>(6)</sup>	(8)	122,850 <sup>(6)</sup>	D	
Director Stock Option (Right to Buy) <sup>(9)</sup>	\$4.95 <sup>(6)</sup>	03/12/2015		A		56,511 <sup>(6)</sup>		03/12/2015	03/31/2020	Common Stock	56,511 <sup>(6)</sup>	(9)	56,511 <sup>(6)</sup>	D	
Restricted Stock Units <sup>(10)</sup>	(11)	03/12/2015		A		4,095		(11)	(11)	Common Stock	4,095	\$0.00	4,095	D	
Restricted Stock Units <sup>(12)</sup>	(11)	03/12/2015		A		33,783		(11)	(11)	Common Stock	33,783	\$0.00	33,783	D	
Restricted Stock Units <sup>(13)</sup>	(11)	03/12/2015		A		53,452		(11)	(11)	Common Stock	53,452	\$0.00	53,452	D	
Restricted Stock Units <sup>(14)</sup>	(11)	03/12/2015		A		7,665		(11)	(11)	Common Stock	7,665	\$0.00	7,665	D	
Restricted Stock Units <sup>(15)</sup>	(16)	03/12/2015		A		11,160		(16)	(16)	Common Stock	11,160	\$0.00	11,160	D	
Restricted Stock Units <sup>(15)</sup>	(17)	03/12/2015		A		1,956		(17)	(17)	Common Stock	1,956	\$0.00	1,956	D	

**Explanation of Responses:**

1. Received in exchange for 38,283 shares of Spansion Inc. ("Spansion") common stock pursuant to the Agreement and Plan of Merger and Reorganization dated as of December 1, 2014 (the "Merger Agreement" and, the transactions contemplated therein, the "Merger"), by and among the Issuer, Mustang Acquisition Corporation (a wholly owned subsidiary of the Issuer) and Spansion, whereby each share of Spansion common stock was canceled and automatically converted into 2.457 shares of Issuer common stock (the "Exchange Ratio"), with fractional shares being paid in cash as provided in the Merger Agreement. The market value of Issuer common stock received pursuant to the Merger Agreement is \$15.68 per share, based on the trading price of Issuer common stock on March 12, 2015.
2. Represents shares held by the Reporting Person and by Bingham Investments, LP.
3. Received in exchange for 11,333 shares of Spansion Inc. ("Spansion") common stock pursuant to the Merger Agreement and the Merger described in footnote (1).
4. Shares held in a limited partnership. Trusts for the Reporting Person's children hold partnership interests in the limited partnership. The Reporting Person has authority to act on behalf of the limited partnership. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his beneficiary interest therein.
5. Received in the Merger in exchange for a stock option to purchase 30,000 shares of Spansion common stock at the exercise price of \$10.51 per share.
6. The number of shares underlying this option and the exercise price thereof were adjusted to reflect the Exchange Ratio, as provided in the Merger Agreement. This option is subject to the same terms and conditions as were applicable to the Spansion stock option from which it converted.
7. Received in the Merger in exchange for a stock option to purchase 75,000 shares of Spansion common stock at the exercise price of \$18.23 per share
8. Received in the Merger in exchange for a stock option to purchase 50,000 shares of Spansion common stock at the exercise price of \$12.40 per share
9. Received in the Merger in exchange for a stock option to purchase 23,000 shares of Spansion common stock at the exercise price of \$12.14 per share
10. Received in the Merger in exchange for a restricted stock unit award (the "RSU") representing a contingent right to receive 1,667 shares of Spansion common stock. The number of shares subject to this RSU was adjusted to reflect the Exchange Ratio, as provided in the Merger Agreement.
11. This RSU represents a contingent right to receive Issuer common stock on a one-for-one basis. This RSU is fully vested, being subject to the same terms and conditions as were applicable to the Spansion RSU from which it converted.
12. Received in the Merger in exchange for a restricted stock unit award (the "RSU") representing a contingent right to receive 13,750 shares of Spansion common stock. The number of shares subject to this RSU was adjusted to reflect the Exchange Ratio, as provided in the Merger Agreement.
13. Received in the Merger in exchange for a restricted stock unit award (the "RSU") representing a contingent right to receive 21,755 shares of Spansion common stock. The number of shares subject to this RSU was adjusted to reflect the Exchange Ratio, as provided in the Merger Agreement.
14. Received in the Merger in exchange for a restricted stock unit award (the "RSU") representing a contingent right to receive 3,120 shares of Spansion common stock. The number of shares subject to this RSU was adjusted to reflect the Exchange Ratio, as provided in the Merger Agreement.
15. Received upon initial appointment to the Issuer's board of directors (the "Initial Equity Grant").
16. This Initial Equity Grant represents a contingent right to receive Issuer common stock on a one-for-one basis and vests in 3 equal annual installments beginning March 12, 2016.
17. This Initial Equity Grant represents a contingent right to receive Issuer common stock on a one-for-one basis and is 100% vested on the day before the next annual stockholders meeting.

**Remarks:**

/s/ Pam Tondreau, as attorney-in-fact 03/16/2015

\*\* 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.

**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 Number.**

CYPRESS SEMICONDUCTOR CORPORATION  
POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Pamela L. Tondreau, Thad Trent, Neil H. Weiss, Gina Christopher and My Truong, signing singly, the undersigned's true and lawful attorney-in-fact, to:

1. Execute and deliver for and on behalf of the undersigned, the Form ID (Uniform Application for Access Codes to File on EDGAR) and any amendments or renewals thereto;
2. Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Cypress Semiconductor Corporation (the Company), any reports or forms, including but not limited to Forms 3, 4, and 5, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
3. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such reports or forms, complete and execute any amendment or amendments thereto, and timely file such reports or forms with the United States Securities and Exchange Commission and any stock exchange or similar authority;
4. Seek or obtain, as my representative and on my behalf, information concerning transactions in or with respect to the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, knowing that I hereby authorize any such person to release any such information to the attorney-in fact and approve any such release of information; and
5. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any such reports or forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of March 2015.

/s/ Raymond Bingham  
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Raymond Bingham