

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>NAZARIAN DANA</u> _____ (Last) (First) (Middle) <u>198 CHAMPION COURT</u> _____ (Street) <u>SAN JOSE CA 95135</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/13/2010</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	09/13/2010		S		14,231 <sup>(1)</sup>	D	\$11.85	126,903	D	
Common Stock	09/13/2010		S		122,071 <sup>(2)</sup>	D	\$11.85	4,832	D	
Common Stock	09/13/2010		M		1,443	A	\$4.757	6,275	D	
Common Stock	09/13/2010		S		1,443	D	\$11.85	4,832	D	
Common Stock	09/13/2010		M		41,202	A	\$3.5314	46,034	D	
Common Stock	09/13/2010		S		41,202	D	\$11.85	4,832	D	
Common Stock	09/13/2010		M		13,716	A	\$3.9877	18,548	D	
Common Stock	09/13/2010		S		13,716	D	\$11.85	4,832	D	
Common Stock	09/13/2010		M		29,270	A	\$4.9075	34,102	D	
Common Stock	09/13/2010		S		29,270	D	\$11.85	4,832	D	
Common Stock	09/13/2010		M		45,322	A	\$3.9658	50,154	D	
Common Stock	09/13/2010		S		45,322	D	\$11.85	4,832	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
Non Qualified Stock Option	\$4.757	09/13/2010		M		1,443		09/13/2010	10/23/2013	Common Stock	1,443	\$11.85	246,457	D	
Non Qualified Stock Option	\$3.5314	09/13/2010		M		41,202		09/13/2010	02/25/2015	Common Stock	41,202	\$11.85	205,255	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	Amount or Number of Shares				
Non Qualified Stock Option	\$3.9877	09/13/2010		M			13,716	09/13/2010	10/27/2016	Common Stock	13,716	\$11.85	191,539	D	
Non Qualified Stock Option	\$4.9075	09/13/2010		M			29,270	09/13/2010	03/08/2018	Common Stock	29,270	\$11.85	162,269	D	
Non Qualified Stock Option	\$3.9658	09/13/2010		M			45,322	09/13/2010	09/08/2015	Common Stock	45,322	\$11.85	116,947	D	

**Explanation of Responses:**

1. Sold Employee Stock Purchase Plan (ESPP) shares.
2. Sold Restricted Stock Units (RSU) shares.

**Remarks:**

Neil H. Weiss, attorney-in-fact 09/15/2010  
for Dana Nazarian.

\*\* 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.**

LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, as an Executive Vice President of Cypress Semiconductor Corporation (the "Corporation"), hereby constitutes and appoints Brad W. Buss, Executive Vice President and CFO, Neil H. Weiss, Treasurer, and Victoria Tidwell, Vice President, Legal Affairs, each of them, the undersigned's true and lawful attorney-in-fact and agent to complete and execute such Forms 3, 4 and 5 and other forms as such attorney shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Corporation, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Corporation and such other person or agency as the attorney shall deem appropriate. The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Corporation unless earlier revoked by the undersigned in a writing delivered to the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed at San Jose, CA, as of the date set forth below.

CYPRESS SEMICONDUCTOR CORP.

/s/ Dana Nazarian  
By: Dana Nazarian

Dated: 2/7/2009

Witness:

/s/ Amanda Nazarian  
Amanda Nazarian

Dated: 2/7/2009