

CAMDEN PROPERTY TRUST
 Form 4
 April 09, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Fisher J Robert

2. Issuer Name and Ticker or Trading Symbol
 CAMDEN PROPERTY TRUST [CPT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 11 GREENWAY PLAZA, SUITE 2400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/07/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & General Counsel

HOUSTON, TX 77046

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

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares of Beneficial Interest	04/07/2014	04/07/2014	S	2,620	D	\$ 68.32	21,289 D

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

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 control number.

SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fisher J Robert 11 GREENWAY PLAZA SUITE 2400 HOUSTON, TX 77046			SVP & General Counsel	

Signatures

/s/ J. Robert
Fisher 04/09/2014

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. (which, together with any amendments and supplements thereto, collectively constitute the **Offer to Purchase**) and in the related Letter of Transmittal, copies of which are attached as Exhibits (a)(1)(i) and (a)(1)(ii) (which, together with any amendments or supplements thereto and the Offer to Purchase, collectively constitute the **Offer**).

Item 1. Summary Term Sheet.

The information set forth in the Summary Term Sheet and Questions and Answers of the Offer to Purchase is incorporated herein by reference.

Item 2. Subject Company Information.

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(a) The name of the subject company and the issuer of the securities to which this Schedule TO relates is Simtek Corporation, a Delaware corporation. The Company's principal executive offices are located at 4250 Buckingham Drive, Suite 100, Colorado Springs, Colorado 80907. The Company's telephone number is (719) 531-9444.

(b) This Schedule TO relates to the outstanding shares of common stock, par value \$0.0001 per share, of the Company. The Company has represented in the Agreement and Plan of Merger dated August 1, 2008 by and among Parent, the Purchaser and the Company that as of August 1, 2008, there were 16,579,886 Shares issued and outstanding and that as of August 1, 2008, there were outstanding stock options to purchase 2,214,195 Shares with an exercise price below \$2.60 per Share. The information set forth in the Introduction of the Offer to Purchase is incorporated herein by reference.

(c) The information set forth in Section 6 of the Offer to Purchase entitled Price Range of Shares; Dividends on the Shares is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

(a), (b) and (c). This Schedule TO is filed by the Purchaser and Parent. The information set forth in Section 9 of the Offer to Purchase entitled Certain Information Concerning the Purchaser and Parent and Annex I to the Offer to Purchase is incorporated herein by reference. The website address of Parent is <http://www.cypress.com/>.

Item 4. Terms of the Transaction.

The information set forth in the Offer to Purchase is incorporated herein by reference.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

(a) and (b). The information set forth in Questions and Answers, Introduction and Sections 9, 11, 12 and 13 of the Offer to Purchase entitled Certain Information Concerning the Purchaser and Parent, Background of Offer; Past Contacts or Negotiations with the Company, Purpose of the Offer; The Merger; Plans for the Company and The Transaction Documents, respectively, is incorporated herein by reference. Except as set forth therein, there have been no material contacts, negotiations or transactions during the past two years which

would be required to be disclosed in this Item 5 between any of Parent, the Purchaser, or any of their respective affiliates or subsidiaries or any of those persons listed on Annex I to the Offer to Purchase, on the one hand, and the Company or any of its affiliates, on the other hand, concerning the merger, consolidation or acquisition, a tender offer or other acquisition of securities of the Company, and election of directors of the Company or sale or transfer of a material amount of assets of the Company.

Item 6. Purposes of the Transaction and Plans or Proposals.

(a) and (c)(1) through (7). The information set forth in the Summary Term Sheet, Questions and Answers, Introduction and Sections 6, 7, 12 and 13 of the Offer to Purchase entitled Price Range of Shares; Dividends on the Shares, Effect of Offer on Listing, Market for Shares and SEC Registration, Purpose of the Offer; The Merger; Plans for the Company, and The Transaction Documents, respectively, is incorporated herein by reference.

Item 7. Source and Amount of Funds or Other Consideration.

(a), (b) and (d) The information set forth in Section 10 of the Offer to Purchase entitled Source and Amount of Funds is incorporated herein by reference.

Item 8. Interest in Securities of the Subject Company.

The information set forth in Section 9 of the Offer to Purchase entitled Certain Information Concerning the Purchaser and Parent is incorporated herein by reference.

Item 9. Persons/Assets Retained, Employed, Compensated or Used.

(a) The information set forth in the Introduction and Sections 11, 12 and 18 of the Offer to Purchase entitled Background of Offer; Past Contacts or Negotiations with the Company, Purpose of the Offer; The Merger; Plans for the Company and Fees and Expenses, respectively, is incorporated herein by reference.

Item 10. Financial Statements.

Not applicable.

Item 11. Additional Information.

(a)(1) The information set forth in Annex I and Sections 9, 11, 12 and 13 of the Offer to Purchase entitled Certain Information Concerning the Purchaser and Parent, Background of Offer; Past Contacts or Negotiations with the Company, Purpose of the Offer; The Merger; Plans for the Company and The Transaction Documents, respectively, is incorporated herein by reference.

(a)(2), (3) The information set forth in Sections 12, 15 and 16 of the Offer to Purchase entitled Purpose of the Offer; The Merger; Plans for the Company, Conditions to the Purchaser's Obligations and Certain Regulatory and Legal Matters, respectively, is incorporated herein by reference.

(a)(4) The information set forth in Sections 7, 10 and 16 of the Offer to Purchase entitled Effect of Offer on Listing, Market for Shares and SEC Registration, Source and Amount of Funds and Certain Regulatory and Legal Matters, respectively, is incorporated herein by reference.

(a)(5) None.

(b) The information set forth in the Offer to Purchase is incorporated herein by reference.

Item 12. Exhibits.

Exhibit Number	Description
(a)(1)(i)	Offer to Purchase, dated August 15, 2008. *
(a)(1)(ii)	Form of Letter of Transmittal. *
(a)(1)(iii)	Form of Notice of Guaranteed Delivery. *
(a)(1)(iv)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. *
(a)(1)(v)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(vi)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9. *
(a)(1)(vii)	Instructions for the Requestor of Forms W-8BEN, W-8EXP, and W-8IMY. *
(a)(1)(viii)	Form of Summary Advertisement as published on August 15, 2008 in The New York Times.
(a)(5)	Press Release issued by Parent on August 1, 2008. (1)
(b)	None.
(d)(1)	Agreement and Plan of Merger by and among Parent, the Purchaser and Company, dated as of August 1, 2008. (2)
(d)(2)	Form of Transaction Support Agreement. (3)
(d)(3)	Non-Competition Agreement between Parent and Harold Blomquist, dated July 30, 2008.
(d)(4)	Offer Letter by Parent to the Company, dated April 9, 2008. (4)
(d)(5)	Confidentiality Agreement by and between Parent and the Company, dated as of February 4, 2008.
(d)(6)	License and Development Agreement by and between Parent and the Company, dated March 24, 2006. (5)
(d)(7)	Warrant to Purchase 1,000,000 shares of Common Stock of the Company issued on March 24, 2006, Warrant to Purchase 500,000 shares of Common Stock of the Company issued on June 30, 2006 and Warrant to Purchase 500,000 shares of Common Stock of the Company issued on December 18, 2006. (6)
(d)(8)	Production and Development Agreement by and between Parent and the Company, dated May 2, 2005. (7)
(d)(9)	Share Purchase Agreement by and between Parent and the Company, dated May 4, 2005. (8)
(d)(10)	Warrant to Purchase 505,562 shares of Common Stock of the Company issued on May 5, 2005. (9)
(d)(11)	Registration Rights Agreement by and between Parent and the Company, dated May 4, 2005. (10)
(g)	None.
(h)	None.

* Included in mailing to stockholders.

- (1) Incorporated by reference to Exhibit 99.1 to the Form 8-K filed by Parent on August 1, 2008.
- (2) Incorporated by reference to Exhibit 2.1 to the Form 8-K filed by Parent on August 1, 2008.
- (3) Incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Parent on August 1, 2008.

- (4) Incorporated by reference to Exhibit F to the Schedule 13D Amendment No. 2 filed by Parent on April 11, 2008.
- (5) Incorporated by reference to Exhibit 10.1 to the Form 8-K filed by the Company on March 30, 2006.
- (6) Incorporated by reference to Exhibit 10.1 to the Form 8-K filed by the Company on March 30, 2006.
- (7) Incorporated by reference to Exhibit 99.3 to the Form 8-K filed by the Company on May 10, 2005.
- (8) Incorporated by reference to Exhibit A to the Schedule 13D filed by Parent on May 15, 2005.
- (9) Incorporated by reference to Exhibit B to the Schedule 13D filed by Parent on May 15, 2005.
- (10) Incorporated by reference to Exhibit C to the Schedule 13D filed by Parent on May 15, 2005.

Item 13. Information Required by Schedule 13 E-3.

Not applicable.

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After due inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

COPPER ACQUISITION CORPORATION

By: /s/ Neil Weiss
Name: Neil Weiss
Title: President and Chief Executive Officer

CYPRESS SEMICONDUCTOR CORPORATION

By: /s/ Brad W. Buss
Name: Brad W. Buss
Title: Chief Financial Officer and Executive Vice
President, Finance and Administration

Dated: August 15, 2008

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