

CYPRESS SEMICONDUCTOR CORP /DE/
Form 4
October 23, 2007

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 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 *
Ramanathan Dinesh

2. Issuer Name and Ticker or Trading Symbol
CYPRESS SEMICONDUCTOR CORP /DE/ [CY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
198 CHAMPION COURT
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/19/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

SAN JOSE, CA 95134
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/19/2007		S		1,528 (1) D \$ 33 8,665	D	
Common Stock	10/19/2007		S		1,198 (2) D \$ 33 7,467	D	
Common Stock	10/19/2007		M		5,600 A \$ 16.43 13,067	D	
Common Stock	10/19/2007		S		5,600 D \$ 32.568 7,467	D	
Common Stock	10/19/2007		M		28,124 A \$ 14.51 35,591	D	

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Common Stock	10/19/2007	S	28,124	D	\$ 32.568	7,467	D
Common Stock	10/19/2007	M	2,735	A	\$ 14.51	10,202	D
Common Stock	10/19/2007	S	2,735	D	\$ 33	7,467	D
Common Stock	10/19/2007	M	2,340	A	\$ 14.58	9,807	D
Common Stock	10/19/2007	S	2,340	D	\$ 33	7,467	D
Common Stock	10/19/2007	M	625	A	\$ 14.55	8,092	D
Common Stock	10/19/2007	S	625	D	\$ 33	7,467	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non Qualified Stock Option	\$ 16.43	10/19/2007		M	5,600	10/19/2007 10/27/2016	Common Stock 5,600
Non Qualified Stock Option	\$ 14.51	10/19/2007		M	28,124	10/19/2007 12/09/2015	Common Stock 28,124
Non Qualified Stock	\$ 14.51	10/19/2007		M	2,735	10/19/2007 12/09/2015	Common Stock 2,735

Option									
Non Qualified Stock Option	\$ 14.58	10/19/2007	M	2,340	10/19/2007	05/10/2014	Common Stock	2,340	
Non Qualified Stock Option	\$ 14.55	10/19/2007	M	625	10/19/2007	02/25/2015	Common Stock	625	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramanathan Dinesh 198 CHAMPION COURT SAN JOSE, CA 95134			Executive Vice President	

Signatures

Dinesh
Ramanathan 10/23/2007

 **Signature of Date
Reporting Person

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).

- (1) Acquired through the Employee Stock Purchase Plan (ESPP).
- (2) Restricted Stock Units (RSU) granted on October 27, 2006.

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.