GEHA SAM Form 4/A February 27, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **GEHA SAM**

(First)

(Street)

2. Issuer Name and Ticker or Trading

Issuer

Symbol

CYPRESS SEMICONDUCTOR

(Check all applicable)

5. Relationship of Reporting Person(s) to

CORP /DE/ [CY]

Director 10% Owner X_ Officer (give title Other (specify

3. Date of Earliest Transaction (Month/Day/Year) 02/15/2019

below)

below) **EVP**, Memory Products

198 CHAMPION COURT

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

02/20/2019

Form filed by More than One Reporting

Person

SAN JOSE, CA 95134

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

3. 4. Securities TransactionAcquired (A) or

5. Amount of Securities Beneficially

6. Ownership Form: Direct (I)

(Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A)

(Instr. 8)

Code

Following Reported Transaction(s)

Owned

(Instr. 3 and 4) Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

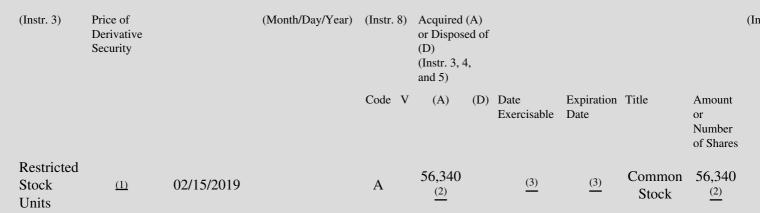
4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

1

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GEHA SAM 198 CHAMPION COURT SAN JOSE, CA 95134

EVP, Memory Products

Signatures

/s/ Pamela L. Tondreau, attorney-in-fact

02/27/2019

**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).
- (1) Restricted stock units convert into common stock on a one-for-one basis upon vesting.
- (2) The original Form 4, filed on February 20, 2019, is being amended by this Form 4 amendment solely to correct the number of restricted stock units granted on February 15, 2019 from 46,485 to 56,340.
- On February 15, 2019, the Reporting Person was granted 56,340 service-based restricted stock units, with approximately 42% of the units vesting on the first anniversary of the grant date and the remainder of the units vesting in equal installments on the second and third anniversaries of the grant date.

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.

Reporting Owners 2