NAWAZ AHMED Form 4 May 12, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person *

NAWAZ AHMED

Symbol

Spansion Inc. [CODE]

(First) (Middle)

(Street)

(State)

3. Date of Earliest Transaction

05/10/2010

(Month/Day/Year)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

below) EVP, Sales

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

SUNNYVALE, CA 94088

915 DEGUIGNE DRIVE

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4)

(Instr. 4)

Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 TransactionDerivative Securities Code Acquired (A) or

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

7. Title and Am Underlying Sec (Instr. 3 and 4)

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	(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Disposed of (Instr. 3, 4,					
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
	Stock Option (right to buy)	\$ 10.51	05/10/2010		A	215,362		<u>(1)</u>	05/10/2017	Class A Common Stock	
	Restricted Stock Units	\$ 0 (2)	05/10/2010		A		115,140	<u>(3)</u>	(3)	Class A Common Stock	

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other NAWAZ AHMED 915 DEGUIGNE DRIVE

SUNNYVALE, CA 94088

EVP, Sales

Signatures

Laurie A. Webb, Attorney-in-Fact for: NAWAZ 05/12/2010 **AHMED**

> **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).
- One-third will vest upon the first anniversary of the grant date, and the remainder will vest monthly in equal installments over the **(1)** remaining twenty-four (24) months.
- Upon vesting of the restricted stock units ("RSUs"), the Reporting Person is entitled to receive one (1) share of common stock for each **(2)** one (1) RSU.
- Subject to the achievement of certain performance objectives, the RSUs will vest in four (4) successive and equal annual installments on the last trading day in January of each calendar year.

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.

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