FURR RANDY W
Form 4
August 02, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FURR RANDY W

(Last) (First) (Middle)

915 DEGUIGNE DRIVE

(Street)

SUNNYVALE, CA 94085-3836

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Spansion Inc. [CODE]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2012

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 below) _____ Other (specify below)
EVP and CFO

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

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			
Class A Common Stock	07/31/2012		A		30,556	A	$ 0 (1)	55,801	D	
Class A Common Stock	08/01/2012		F		11,700	D	$ 10.02 (2)	44,101	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
Restricted Stock Units	$ 0 (1)	07/31/2012		M			30,556	(3)	01/31/2014	Class A Common Stock	30,566

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FURR RANDY W 915 DEGUIGNE DRIVE SUNNYVALE, CA 94085-3836			EVP and CFO	

Signatures

/s/ Scot A. Griffin, Attorney-in-Fact for: FURR RANDY W	08/02/2012
**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)	Upon vesting of the restricted stock units ("RSUs"), the Reporting Person is entitled to receive one (1) share of Class A Common Stock for each one (1) RSU.
(2)	The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $9.71 to $11.33, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each respective price within the range set forth in footnote 2 to this Form 4.
(3)	Subject to the achievement of certain performance objectives, fifty per cent (50%) of the RSUs will vest annually on January 31, 2013 and January 31, 2014. Subject to the achievement of certain performance objectives, one-quarter of the total award is eligible for accelerated vesting on July 31, 2012. If this accelerated vesting occurs, the vested shares will be deducted from the annual vesting calculation to determine any additional shares vesting on January 31, 2013. Subject to the achievement of certain performance objectives, the remaining fifty per cent (50%) of the RSUs will vest on January 31, 2014.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person Novem

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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