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FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION						OMB APPROVAL				
Washington, D.C. 20549				IGE (COMMISSION	OMB Number:	3235-0287			
er STATEM	uant to Section 1) of the Public Ut	SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section					Expires: January 31, 2005 Estimated average burden hours per response 0.5			
esponses)										
			2. Issuer Name and Ticker or Trading Symbol Spansion Inc. [CODE]				5. Relationship of Reporting Person(s) to Issuer			
(Month/Da			ansaction			X_ Director 10% Owner Officer (give title Other (specify below) below)				
			-			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(State) (Zip) Tabl	e I - Non-D	erivative S	ecurit	ies Aco		, or Beneficial	ly Owned		
2. Transaction Date (Month/Day/Year)		3.	3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)		Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)				
04/01/2011		Code V	Amount 11,250 (1)	(A) or (D) A	Price \$ 0	Transaction(s) (Instr. 3 and 4)	D			
	4 UNITED S sbox er STATEM 5. STATEM 5. Section 17(a section 17(a section 17(a section 17(a section 17(a (first) (M GNE DRIVE (Street) LE, CA 94085-38 (State) (2. Transaction Date (Month/Day/Year)	4 UNITED STATES SECUR Was s box STATEMENT OF CHAN 5. STATEMENT OF CHAN 5. Filed pursuant to Section 10 Section 17(a) of the Public Ut 30(h) of the In esponses) Section 17(a) of the Public Ut 30(h) of the In esponses) 2. Issuer Symbol Spansion (First) (Middle) 3. Date of (Month/D Spansion (Street) Value 4. If Amer Filed(Mon LE, CA 94085-3836 (State) (Zip) (State) (Zip) Table 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)	4 UNITED STATES SECURITIES A Washington, Shox er 5. STATEMENT OF CHANGES IN I SECUR 5. STATEMENT OF CHANGES IN I SECUR 5. STATEMENT OF CHANGES IN I SECUR 5. SECUR 5.	4 UNITED STATES SECURITIES AND EXC Washington, D.C. 205 s box STATEMENT OF CHANGES IN BENEFIT SECURITIES s nue. Filed pursuant to Section 16(a) of the Securiti s section 17(a) of the Public Utility Holding Com 30(h) of the Investment Company esponses) Section 17(a) of the Public Utility Holding Com 30(h) of the Investment Company esponses) 2. Issuer Name and Ticker or T Symbol Spansion Inc. [CODE] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) GNE DRIVE 04/01/2011 4. If Amendment, Date Original Filed(Month/Day/Year) LE, CA 94085-3836 (State) (Zip) (Month/Day/Year) Execution Date, if Transaction(A) or Dis any 3. (Month/Day/Year) (Instr. 3) (Instr. 3, 4) Code V Amount	4 UNITED STATES SECURITIES AND EXCHAN Washington, D.C. 20549 s box STATEMENT OF CHANGES IN BENEFICIAL SECURITIES s inte. Filed pursuant to Section 16(a) of the Securities Exst section 17(a) of the Public Utility Holding Company 30(h) of the Investment Company Act esponses) Section 17(a) of the Public Utility Holding Company 30(h) of the Investment Company Act esponses) Spansion Inc. [CODE] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) GNE DRIVE 04/01/2011 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) CLE, CA 94085-3836 (State) (State) (Zip) Table I - Non-Derivative Securities Act (Month/Day/Year) (Instr. 3, 4 and 5) (Code V Amount (D) or Code V Amount (D)	4 UNITED STATES SECURITIES AND EXCHANGE ON Washington, D.C. 20549 s box Statement of CHANGES IN BENEFICIAL OW SECURITIES s hox Filed pursuant to Section 16(a) of the Securities Exchanges s hue. Filed pursuant to Section 16(a) of the Securities Exchanges s hue. Section 17(a) of the Public Utility Holding Company Act of 194 esponses) 30(h) of the Investment Company Act of 194 esponses) Symbol Paul Symbol Spansion Inc. [CODE] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) GNE DRIVE 04/01/2011 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) LE, CA 94085-3836 Securities Acquired Acquired (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired Any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 s box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES s filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, snue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 esponses) Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 esponses) Spansion Inc. [CODE] Chec (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) -X_Director Officer (give below) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Low Person (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Code (D) 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Securities and the preson (State) (Zip) Transaction/A or Disposed of Code (D) 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Securities and Code (D) (Month/Day/Year) (Anount (D) Price (A) (Instr. 3, 4 and 5) Owned (D) (A) (Distr. 3 and 4)	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number: Statement of Changes in Beneficial Ownership Statement of Changes in Beneficial Company Act of 1935, or Section 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 1935 or Section 30(h) of the Investment Company Act of 1940 Section 1936, or Section 1935, or Section 1935, or Section 1940 esponses) State of Earliest Transaction Symbol S. Relationship of Reporting Person Issuer Check all applicable officer (give tile below) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) -X		

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option award (right to buy)	\$ 18.23	04/01/2011		A	32,000 (<u>3</u>)	<u>(3)</u>	04/01/2018	Class A Common Stock	32,000	

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Mercadante Paul 915 DEGUIGNE DRIVE SUNNYVALE, CA 94085-3836	X							
Signatures								
/s/ PAUL MERCADANTE	04/05/2011	l						

**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).
- Represents shares of restricted common stock granted pursuant to the Spansion Inc. 2010 Equity Incentive Award Plan (the "Equity
- Plan"). The restricted stock unit ("RSU") award will vest quarterly over three (3) years from the grant date. Upon vesting of the RSUs, the Reporting Person is entitled to receive one (1) share of common stock for each one (1) RSU.
- The Reporting Person is an officer of Silver Lake Management Company Sumeru, L.L.C. ("Sumeru"). Pursuant to the Reporting Person's
 (2) arrangement with Sumeru with respect to director compensation, the proceeds from any sale of the shares reported hereby are expected to be assigned to Sumeru.
- (3) Represents option shares granted pursuant to the Equity Plan. The option will vest quarterly over three (3) years from 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. Roman" SIZE="2">Chief Financial Officer (Principal Financial and Accounting Officer) February 4, 2010 Г

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/s/ G. Michael Bridge

G. Michael Bridge

Director and Secretary

February 4, 2010

/s/ Lindsay Hoopes

Lindsay Hoopes

Director and Treasurer

February 4, 2010