

Griffin Scot
Form 4
February 04, 2013

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 *
Griffin Scot

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
915 DEGUIGNE DRIVE, P.O. BOX 3453

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2013

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

SVP, General Counsel

(Street)

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

SUNNYVALE, CA 94088

(City) (State) (Zip)

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 or (D) Price		
Class A Common Stock	01/31/2013		M		6,500 <u>(1)</u>	A	\$ 0 <u>(1)</u> 16,500 D
Class A Common Stock	01/31/2013		M		26,000 <u>(1)</u>	A	\$ 0 <u>(1)</u> 42,500 D
Class A Common Stock	01/31/2013		F		\$ 11.28 <u>(2)</u>	D	26,250 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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	(1)	01/31/2013		M	6,500	(3) (3)	Class A Common Stock	6,500
Restricted Stock Units	(1)	01/31/2013		M	26,000	(4) (4)	Class A Common Stock	26,000
Stock Option	\$ 11.5	01/31/2013		A	20,000	(5) (5)	Class A Common Stock	20,000
Restricted Stock Units	(1)	01/31/2013		A	9,000	(6) (6)	Class A Common Stock	9,000
Performance Restricted Stock Units	(7)	01/31/2013		A	18,000	(8) (8)	Class A Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Griffin Scot 915 DEGUIGNE DRIVE P.O. BOX 3453 SUNNYVALE, CA 94088			SVP, General Counsel	

Signatures

/s/ SCOT A.
GRIFFIN

02/04/2013

Date

Signature of
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) 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.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$11.22 to \$11.36, 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.
- (2) Fifty percent (50%) of the RSUs will vest in four (4) successive and equal annual installments on the last trading day in January of each calendar year. Subject to the achievement of certain performance objectives, the remaining fifty percent (50%) of the RSUs will vest in four (4) successive and equal annual installments on the last trading day in January of each calendar year.

Vest over a three-year period, with 50 percent of the shares subject to performance goals in each of the three years commencing with the date of grant and a maximum of 50 percent of the shares subject to time-based vesting; If performance goals for the year of scheduled vesting are not met in that year, the unvested shares will be carried forward and will be forfeited if not earned by the last performance year; If performance is above target in a particular year, up to 150 percent of the shares may be accelerated; Shares carried forward from prior years will be utilized before shares are accelerated.
- (3) Vest one third (1/3) annually on the anniversary of the date of grant and then monthly thereafter.
- (4) Vest one third (1/3) annually on the anniversary of the date of grant.
- (5) Upon vesting of the performance based restricted stock units ("PRSUs"), the Reporting Person is entitled to receive one (1) share of Class A Common Stock for each one (1) PRSU.
- (6) Subject to the achievement of certain performance objectives, fifty per cent (50%) of the PRSUs are eligible for vesting on the last trading day of July 2014 and the remaining fifty percent (50%) of the shares are eligible for vesting on the last trading day of January.
- (7)
- (8)

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan and were for payment of the tax liability.

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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