

Manocha Ajit  
 Form 3  
 November 20, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
A Manocha Ajit			(Month/Day/Year)	Spancion Inc. [SPSN]	
(Last)	(First)	(Middle)	11/12/2008	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O SPANSION INC., 915 DEGUIGNE DRIVE				(Check all applicable)	
(Street)				<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
SUNNYVALE, CA 94088-3453				<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)		(give title below) (specify below)	
				EVP, Worldwide Operations	
				6. Individual or Joint/Group Filing(Check Applicable Line)	
				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
				<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of Shares			

(Instr. 5)

Non-Qualified Stock Option (Right to Buy)	Â (1)	02/21/2015	Class A Common Stock	75,000	\$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (4)	Class A Common Stock	30,000	\$ (4)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Manocha Ajit C/O SPANSION INC., 915 DEGUIGNE DRIVE SUNNYVALE, CA 94088-3453	Â	Â	Â EVP, Worldwide Operations	Â

## Signatures

/s/ Ajit Manocha 11/19/2008

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Options were granted to the reporting person on February 21, 2008 and vest over a four-year period according to the following schedule:
- (1) One-fourth of the shares subject to the option shall vest on February 21, 2009, and the remaining shares shall subject to the option shall vest in equal installments quarterly over the next three years, until 100% vested on February 21, 2012.
  - (2) The exercise price for the Non-Qualified Option is \$2.98 per share.
- The restricted stock units were granted to the reporting person on February 21, 2008 and vest over a four-year period. One quarter of the
- (3) shares subject to the award vests on February 21, 2009. The remaining shares subject to the award vest in equal installments quarterly, until 100% vested on February 21, 2012. Vested shares are delivered to the reporting person on each vesting date.
  - (4) Each restricted stock unit represents a contingent right to receive one share of Spansion Inc. Class A Common Stock. There is no exercise price or expiration 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.