

Spansion Inc.
Form 4
February 03, 2015

FORM 4

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

OMB APPROVAL

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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 *
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)
01/30/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corporate EVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	01/30/2015		A		10,560 (2) \$ 0	52,853	D
Class A Common Stock	01/31/2015		A		19,085 (2) \$ 0	71,938	D
Class A Common Stock	01/31/2015		A		52,002 (2) \$ 0	123,940	D
Class A Common	01/31/2015		A		14,667 (1) \$ 0	138,607	D

Stock

Class A Common Stock	01/31/2015	A	<u>8,667</u> (1)	A	\$ 0	147,274	D
Class A Common Stock	02/03/2015	F	<u>53,000</u> (4)	D	\$ 34.2 <u>(6)</u>	94,274	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
Performance Stock Units	(2)	01/30/2015		M	10,560	(2) (2)	Class A Common Stock 10,560
Performance Stock Units	(2)	01/31/2015		M	19,085	(2) (2)	Class A Common Stock 19,085
Performance Stock Units	(2)	01/31/2015		M	52,002	(2) (2)	Class A Common Stock 52,002
Restricted Stock Units	(1)	01/31/2014		M	14,667	(1)(5) (1)(5)	Class A Common Stock 14,667
Restricted Stock Units	(1)	01/31/2014		M	8,667	(1)(3) (1)(3)	Class A Common Stock 8,667

