

Spansion Inc.
Form 4
March 16, 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 *
BINGHAM H RAYMOND

(Last) (First) (Middle)

C/O SPANSION INC., 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)
03/12/2015

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)

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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/12/2015		D	38,283	D	(1)	0	D (2)
Common Stock	03/12/2015		D	11,333	D	(1)	0	I

By limited partnership (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 10.51	03/12/2015		D	30,000	⁽⁴⁾ 05/09/2017	Common Stock	30,000
Stock Option (Right to Buy)	\$ 18.23	03/12/2015		D	75,000	⁽⁴⁾ 03/31/2018	Common Stock	75,000
Stock Option (Right to Buy)	\$ 12.4	03/12/2015		D	50,000	⁽⁴⁾ 04/01/2019	Common Stock	50,000
Stock Option (Right to Buy)	\$ 12.14	03/12/2015		D	23,000	⁽⁴⁾ 03/31/2020	Common Stock	23,000
Restricted Stock Units	⁽⁵⁾	03/12/2015		D	1,667	⁽⁵⁾ ⁽⁵⁾	Common Stock	1,667
Restricted Stock Units	⁽⁵⁾	03/12/2015		D	13,750	⁽⁵⁾ ⁽⁵⁾	Common Stock	13,750
Restricted Stock Units	⁽⁵⁾	03/12/2015		D	21,755	⁽⁵⁾ ⁽⁵⁾	Common Stock	21,755
Restricted Stock Units	⁽⁵⁾	03/12/2015		D	3,120	⁽⁵⁾ ⁽⁵⁾	Common Stock	3,120

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners

