EDWARDS ROBERT L

Form 4

December 21, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

EDWARDS ROBERT L

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Spansion Inc. [SPSN]

3. Date of Earliest Transaction

(Month/Day/Year) 12/19/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify Officer (give title 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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SUNNYVALE, CA 94088

915 DEGUIGNE DR.

(State) (Zip) 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

or

5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect Beneficial (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

SEC 1474

(9-02)

Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amour 4 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Securit Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Month/Day/Year) (Instr. 3) Price of (Instr. 8) Acquired (A)

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	Security				(D) (Instr. 3, 4 and 5)				
				Code V	V (A)	(D) Date Exercisal	Expiration le Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	(1)	12/19/2006	12/19/2006	A	20,000	(2)	12/19/2013	Class A Common Stock	20,0
Restricted Stock Unit	<u>(3)</u>	12/19/2006	12/19/2006	A	20,000	<u>(4)</u>	(3)	Class A Common	20,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
Troporting of the France of France of the Fr	Director	10% Owner	Officer	Other			
EDWARDS ROBERT L 915 DEGUIGNE DR. SUNNYVALE, CA 94088	X						

Signatures

/s/ Dario Sacomani, Attorney-in-Fact for Reporting
Person 12/21/2006

**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).
- (1) The exercise price for the Non-Qualified Stock Option is \$14.46 per share.
- Options were granted on December 19, 2006 and vest over a four-year period according to the following schedule: One-fourth of the (2) shares subject to the option shall vest on December 19, 2007, and the remaining shares subject to the option shall vest in equal installments quarterly over the next three years, until 100% vested on December 19, 2010.
- (3) 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.
- The restricted stock units were granted on December 19, 2006 and vest over a four-year period according to the following schedule:

 (4) One-fourth of the shares shall vest on December 19, 2007, and the remaining shares shall vest in equal installments quarterly over the next three years, until 100% vested on December 19, 2010. Vested shares will be delivered to the reporting person on each vesting 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.

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