

REID JAMES P  
Form 4  
February 02, 2011

**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 \*  
REID JAMES P

(Last) (First) (Middle)  
915 DEGUIGNE DRIVE  
(Street)

SUNNYVALE, CA 94088

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/31/2011

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)  
EVP, Sales and Marketing

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	01/31/2011		M		31,183	A	\$ 0 <sup>(1)</sup>
Class A Common Stock	02/01/2011		F		11,800	D	\$ 19.93
					31,183		<sup>(2)</sup>

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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0 <sup>(1)</sup>	05/10/2010		M	31,184	<sup>(2)</sup> 01/31/2014 <sup>(2)</sup>	Class A Common Stock
Stock Option (right to buy)	\$ 19.88	01/31/2011		A	82,000	01/31/2012 <sup>(3)</sup> 01/31/2018	Class A Common Stock
Restricted Stock Units	\$ 0	01/31/2011		A	25,000	<sup>(2)</sup> 01/30/2015 <sup>(2)</sup>	Class A Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REID JAMES P 915 DEGUIGNE DRIVE SUNNYVALE, CA 94088			EVP, Sales and Marketing	

## Signatures

Laurie A. Webb, Attorney-in-Fact for: REID JAMES P 02/02/2011

\*\*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) Upon vesting of the restricted stock units ("RSUs"), the Reporting Person is entitled to receive one (1) share of common stock for each one (1) RSU.
- (2) Fifty per cent (50%) 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 per cent (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.
- (3) One-third (1/3) of the shares will vest upon the first anniversary of the grant date and the remainder will vest monthly in equal installments over the remaining twenty-four (24) months.

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.