

LEGENHAUSEN JAY A

Form 4

February 02, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEGENHAUSEN JAY A

(Last) (First) (Middle)

915 DEGUIGNE DRIVE, P.O. BOX  
3453

(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)

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP, Worldwide Sales

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**

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	01/31/2012		M		2,500	A	\$ 0 (1) 2,500

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

**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.**

SEC 1474  
(9-02)

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

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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 Security (Instr. 3 and 4)	8. Amount or Value of Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Value of Underlying Security
Restricted Stock Units	\$ 0 <sup>(1)</sup>	01/31/2012		M		2,500		<sup>(2)</sup>	07/29/2015	Class A Common Stock	2,500
Stock Option (right to buy)	\$ 10.03	01/31/2012		A		75,000		01/31/2013 <sup>(3)</sup>	01/31/2019	Class A Common Stock	75,000
Restricted Stock Units	\$ 0 <sup>(1)</sup>	01/31/2012		A		25,000		<sup>(4)</sup>	01/31/2015	Class A Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEGENHAUSEN JAY A 915 DEGUIGNE DRIVE P.O. BOX 3453 SUNNYVALE, CA 94088			SVP, Worldwide Sales	

## Signatures

/s/ Scot A. Griffin, Attorney-in-Fact for: JAY A. LEGENHAUSEN

02/02/2012

\*\*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.
- Fifty percent (50%) of the RSUs will vest in four (4) successive and equal annual installments on the last trading day in January of each
- (2) calendar year. Subject to the achievement of certain performance objectives, the remaining fifty percent (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.
- One-third (1/3) of the RSUs will vest in three (3) successive and equal annual installments on the last trading day in January of each
- (4) calendar year. Subject to the achievement of certain performance objectives, the remaining fifty percent (50%) of the RSUs will vest in three (3) successive and equal annual installments on the last trading day in January of each calendar year.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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