NAWAZ AHMED Form 4 August 16, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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).

Class A Common

Stock

08/12/2011

(Print or Type Responses)

| 1. Name and A | 2. Issuer Name and Ticker or Trading Symbol Spansion Inc. [CODE] | | | | ng | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--------------------------------------|--|--------------------------------|---------------------------------|--|------------|--|---|--|--|---|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | | 5 . | 400 | | |
| 915 DEGUIGNE DRIVE | | | (Month/Day/Year) 08/12/2011 | | | | | Director 10% Owner Specify Delow) Delow below EVP, Wireless Solutions Group | | | |
| | 4. If Ame | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| SUNNYVA | Filed(Mor | Filed(Month/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Yea | r) Execution | med on Date, if Day/Year) | 3. Transactio Code (Instr. 8) | (Instr. 3, | ispose 4 and (A) or | d of (D) | 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) | |
| Class A Common Stock | 08/12/2011 | | | M(1) | 5,982 | A | \$ 10.51 | 5,982 | D | | |

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

 $S^{(1)}$

5.982 D

\$ 15.5 0

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D

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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. Transactic Code (Instr. 8) | 5. Number out 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 |
| Stock Option (right to buy) | \$ 10.51 | 08/12/2011 | | M | 5,982 | (2) | 05/10/2017 | Class A Common Stock | 5,982 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NAWAZ AHMED 915 DEGUIGNE DRIVE SUNNYVALE, CA 94085-3836

EVP, Wireless Solutions Group

8. I De Sec (In

Signatures

/s/ Ahmed Nawaz 08/16/2011

**Signature of Date
Reporting Person

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 and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 19, 2010.
- One-third of the shares subject to the grant will vest upon the first anniversary of the May 10, 2010 grant date and the remainder of the shares 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.

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