

Griffin Scot
Form 4
February 02, 2012

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 *
Griffin Scot

(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)
01/31/2012

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 below) ___ Other (specify below)

SVP, General Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock | 01/31/2012 | | M | | 10,000 | A | \$ 0 (1) 10,000 |

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

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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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|----------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Unit | \$ 0 ⁽¹⁾ | 01/31/2012 | | M | 10,000 | ⁽²⁾ | 04/27/2015 | | Class A Common Stock |
| Stock Option (right to buy) | \$ 10.03 | 01/31/2012 | | A | 60,000 | 01/31/2013 ⁽³⁾ | 01/31/2019 | | Class A Common Stock |
| Restricted Stock Unit | \$ 0 ⁽¹⁾ | 01/31/2012 | | A | 15,000 | ⁽⁴⁾ | 01/31/2015 | | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Griffin Scot 915 DEGUIGNE DRIVE P.O. BOX 3453 SUNNYVALE, CA 94088 | | | SVP, General Counsel | |

Signatures

/s/ Scot A.
Griffin

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.
 - (4) 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 calendar year. Subject to the achievement of certain performance objectives, the remaining fifty percent (50%) of the RSUs will vest in

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three (3) successive and equal annual installments on the last trading day in January of each calendar year.

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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