Spansion Inc. Form 4 May 07, 2013

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 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

e Instruction 50(11) of the investment ec

1(b).

Common

Common

Stock

Stock

05/03/2013

(Print or Type Responses)

1. Name and Address of Reporting Person * BINGHAM H RAYMOND			2. Issuer Symbol	Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			Spansion	n Inc. [CO	DDE]	(Check all applicable)			
(Last)	(First) (	Middle)	3. Date of	Earliest Tra	ansaction				
			(Month/D	ay/Year)		X Director	10%	6 Owner	
915 DEGUI		05/03/20	)13		Officer (give below)	e titleOth below)	er (specify		
		4. If Amer	ndment, Da	te Original	6. Individual or Joint/Group Filing(Check				
			Filed(Mon	th/Day/Year)		Applicable Line) _X_ Form filed by One Reporting Person			
SUNNYVA	836				Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic					lly Owned	
1.Title of	2. Transaction Da	e 2A. Dee	emed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year	Executi	on Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	(D)	Beneficially	(D) or	Beneficial	
		(Month	/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported			
					(A)	Transaction(s)			

Code V

S

Amount

12,083

(D)

D

Price \$ 0

(1)

0

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)

(Instr. 3 and 4)

 $28,749^{(2)}$ 

D

I (2)

By trusts

footnote (2).  $\frac{(2)}{}$ 

as noted in

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director **BINGHAM H RAYMOND** 915 DEGUIGNE DRIVE X SUNNYVALE, CA 94085-3836

### **Signatures**

/s/ Scot A. Griffin, attorney-in-fact for: RAYMOND H. **BINGHAM** 

05/07/2013

\*\*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).

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$12.79 to \$12.89, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the

- Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each respective price within the range set forth in footnote 1 to this Form 4.
  - Represents separate gifts of general and limited partnership interests in Bingham Investments, LP to the Kristin Bingham 2005 Trust FBO Ashley Dare Bingham UTA dated 10/12/05, the Kristin Bingham 2005 Trust FBO Derek Raymond Bingham UTA dated 10/12/05, the Kristin Bingham 2005 Trust FBO Erin Sloan Bingham UTA dated 10/12/05, the Kristin Bingham 2005 Trust FBO Adam Jay Bingham
- UTA dated 10/12/05 and the Kristin Bingham 2005 Trust FBO Christopher Brian Bingham UTA dated 10/12/05. The reporting person disclaims beneficial ownership of the Spansion Inc. Class A Common Stock held by each of the trusts except to the extent of his beneficiary interest therein.

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.

Reporting Owners 2