

Spansion Inc.  
Form 4  
April 30, 2008

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Melendres Robert C

(Last) (First) (Middle)

915 DE GUIGNE DR.

(Street)

SUNNYVALE, CA 94088-3453

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/28/2008

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)

EVP & Chief Legal Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
|                                       |   |   | Code                                    | V  | Amount<br>(A)<br>or<br>(D)   | Price  |   |
| Class A<br>Common<br>Stock            | 04/28/2008                              |   | M                                       |  | 1,572  | A \$ 0   | 19,271 D  |
| Class A<br>Common<br>Stock            | 04/29/2008                              |   | S                                       |  | 572  | D \$ 2.98  | 18,699 D  |
| Class A<br>Common<br>Stock            | 04/29/2008                              |   | S                                       |  | 5  | D \$ 3.02  | 18,694 D  |

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable Expiration<br>Date Date                    | Title Amount<br>or<br>Number<br>of Shares                        |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 3.02  | 04/28/2008                              |   | A                                    | 90,000   | (3) 04/28/2015   | Class A<br>Common<br>Stock 90,000                                |
| Restricted<br>Stock<br>Units                        | (1)  | 04/28/2008                              |   | A                                    | 36,000   | (4) (1)  | Class A<br>Common<br>Stock 36,000                                |
| Restricted<br>Stock<br>Units                        | (1)  | 04/28/2008                              |   | M                                    | 1,572  | (2) (1)  | Class A<br>Common<br>Stock 1,572                                 |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Melendres Robert C<br>915 DE GUIGNE DR.<br>SUNNYVALE, CA 94088-3453 | EVP & Chief Legal Officer        |

## Signatures

/s/ Dario Sacomani, Attorney-in-Fact for Reporting Person 04/30/2008

\_\_\_\_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) Each restricted stock unit represents a contingent right to receive one share of Spansion Inc. Class A Common Stock. There is no exercise price or expiration date.

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- (2) Restricted stock units were granted to the reporting person on December 15, 2005, and vest over a four-year period. 6,286 shares subject to the award vested on April 28, 2006. The remaining shares subject to the award vest in equal installments, quarterly, until fully vested on April 28, 2009. Vested shares are delivered to the reporting person on each vesting date.

- (3) Options were granted on April 28, 2008, and vest over a four-year period according to the following schedule: One-fourth of the shares subject to the option shall vest on April 28, 2009, and the remaining shares subject to the option shall vest in equal installments, quarterly, until fully vested on April 28, 2012.

- (4) Restricted stock units were granted to the reporting person on April 28, 2008, and vest over a four-year period. 9,000 shares subject to the award shall vest on April 28, 2009. The remaining shares subject to the award vest in equal installments, quarterly, until fully vested on April 28, 2012. Vested shares are delivered to the reporting person on each vesting date.

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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