

Spansion Inc.
Form 4
February 03, 2015

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 *
FURR RANDY W

(Last) (First) (Middle)
915 DEGUIGNE DRIVE
(Street)

SUNNYVALE, CA 94085-3836
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corporate EVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (A) or (D) Price | | |
| Class A Common Stock | 01/30/2015 | | A | | 10,560 (2) \$ 0 | 52,853 | D |
| Class A Common Stock | 01/31/2015 | | A | | 19,085 (2) \$ 0 | 71,938 | D |
| Class A Common Stock | 01/31/2015 | | A | | 52,002 (2) \$ 0 | 123,940 | D |
| Class A Common | 01/31/2015 | | A | | 14,667 (1) \$ 0 | 138,607 | D |

Stock

| | | | | | | | |
|----------------------------|------------|---|----------------------|---|--------------------------|---------|---|
| Class A Common Stock | 01/31/2015 | A | <u>8,667</u> (1) | A | \$ 0 | 147,274 | D |
| Class A Common Stock | 02/03/2015 | F | <u>53,000</u> (4) | D | \$ 34.2 <u>(6)</u> | 94,274 | D |

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

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(9-02)

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. 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 Securities (Instr. 3 and 4) | | |
|---|---|---|---|---|--|--|---|----------------------------|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Stock Units | (2) | 01/30/2015 | | M | 10,560 | (2) | (2) | Class A Common Stock | 10,560 |
| Performance Stock Units | (2) | 01/31/2015 | | M | 19,085 | (2) | (2) | Class A Common Stock | 19,085 |
| Performance Stock Units | (2) | 01/31/2015 | | M | 52,002 | (2) | (2) | Class A Common Stock | 52,002 |
| Restricted Stock Units | (1) | 01/31/2014 | | M | 14,667 | (1)(5) | (1)(5) | Class A Common Stock | 14,667 |
| Restricted Stock Units | (1) | 01/31/2014 | | M | 8,667 | (1)(3) | (1)(3) | Class A Common Stock | 8,667 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FURR RANDY W 915 DEGUIGNE DRIVE SUNNYVALE, CA 94085-3836 | | | Corporate EVP and CFO | |

Signatures

/s/ Katy Motiej, attorney-in-fact for: Randy
W. Furr

02/03/2015

__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 Class A Common Stock for each one (1) RSU.
- (2) Subject to the achievement of certain performance objectives, upon vesting of the performance based restricted stock units ("PSUs"), the Reporting Person is entitled to receive one (1) share of Class A Common Stock for each one (1) PSU.
- (3) Vests one-third annually on the anniversary of the date of grant.
- (4) The sales reported in this Form 4 were for payment of the tax liability incident to the vesting of a security issued in accordance with Rule 16b-3.
- (5) Vests one-third annually on the anniversary of the date of grant and quarterly thereafter.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$33.65 to \$35.44 per share, inclusive. The Reporting Person undertakes to provide 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 6 to this Form 4.
- (6)

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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