

NAWAZ AHMED
Form 4
September 16, 2008

FORM 4

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

OMB APPROVAL

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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 *
NAWAZ AHMED

(Last) (First) (Middle)

C/O SPANSION INC. 915
DEGUIGNE DRIVE, P.O. BOX
3453

(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)
09/13/2008

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)
EVP, WSD

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	09/13/2008		M	812	A	\$ 0 (1)	11,585	D
Class A Common Stock	09/16/2008		S(2)	322	D	\$ 1.84	11,263	D
Class A Common Stock	09/16/2008		S(2)	16	D	\$ 1.92	11,247	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)	8. Price or Value of Derivative Security (Instr. 5)
Restricted Stock Units	(1)	09/13/2008		M	812	(3) (1)	Class A Common Stock	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAWAZ AHMED C/O SPANSSION INC. 915 DEGUIGNE DRIVE P.O. BOX 3453 SUNNYVALE, CA 94088-3453			EVP, WSD	

Signatures

/s/ Robert C. Melendres, Attorney-in-Fact for Ahmed Nawaz
 **Signature of Reporting Person
 09/16/2008
 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.
- (2) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 26, 2007 to satisfy the tax obligations by the reporting person in connection with the vesting of the restricted stock units.
- (3) Restricted stock units were granted to the reporting person on June 13, 2007 and vest over a four-year period. One quarter of the shares subject to the award vested on the one year anniversary date. The remaining shares subject to the award vest in equal installments

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quarterly, until 100% vested on June 13, 2011. 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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