

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 \*  
**KISPERT JOHN H**

(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)  
**01/30/2015**

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)  
**President and CEO**

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 Indirect Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	01/30/2015		A		<u>33,750</u> <sup>(2)</sup>	A	\$ 0 168,013	D
Class A Common Stock	01/31/2015		A		<u>100,002</u> <sup>(2)</sup>	D	\$ 0 268,015	D
Class A Common Stock	01/31/2015		A		<u>46,667</u> <sup>(1)</sup>	A	\$ 0 314,682	D
Class A Common	01/31/2015		A		<u>27,000</u> <sup>(1)</sup>	A	\$ 0 341,682	D

Stock

Class A Common Stock	01/31/2015	A	36,435 <u>(2)</u>	A	\$ 0	378,117	D
Class A Common Stock	02/03/2015	F	128,000 <u>(4)</u>	D	\$ 34.2 <u>(6)</u>	250,117	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 of Number of Shares
Performance Stock Units	<u>(2)</u>	01/30/2015		M	33,750	<u>(2)</u> <u>(2)</u>	Class A Common Stock 33,750
Performance Stock Units	<u>(2)</u>	01/31/2015		M	100,002	<u>(2)</u> <u>(2)</u>	Class A Common Stock 100,002
Restricted Stock Units	<u>(1)</u>	01/31/2015		M	46,667	<u>(1)(5)</u> <u>(1)(5)</u>	Class A Common Stock 46,667
Restricted Stock Units	<u>(1)</u>	01/31/2015		M	27,000	<u>(1)(3)</u> <u>(1)(3)</u>	Class A Common Stock 27,000
Performance Stock Units	<u>(2)</u>	01/31/2015		M	36,435	<u>(2)</u> <u>(2)</u>	Class A Common Stock 36,435

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

KISPERT JOHN H  
915 DEGUIGNE DRIVE  
SUNNYVALE, CA 94085-3836

X

President and CEO

## Signatures

/s/ Katy Motiey, attorney-in-fact for: John H.  
Kispert

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 effected pursuant to a Rule 10b5-1 plan and 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 \$34.14 to \$34.81 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. 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.