

LEGENHAUSEN JAY A
Form 3/A
November 18, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â LEGENHAUSEN JAY A			(Month/Day/Year)		Spansion Inc. [CODE]	
(Last)	(First)	(Middle)	11/10/2011			
915 DEGUIGNE DRIVE,Â P.O. BOX 3453					4. Relationship of Reporting Person(s) to Issuer	
(Street)					(Check all applicable)	
SUNNYVALE,Â CAÂ 94088					5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)			07/06/2011	
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	
					4. Nature of Indirect Beneficial Ownership (Instr. 5)	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security		5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)		6. Nature of Indirect Beneficial Ownership (Instr. 5)	
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares						

(Instr. 5)

Stock Option (right to buy)	Â (1)	07/15/2018	Class A Common Stock	80,000	\$ 18.51	D	Â
Restricted Stock Units (2)	Â (3)	Â (3)	Class A Common Stock	20,000	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEGENHAUSEN JAY A 915 DEGUIGNE DRIVE P.O. BOX 3453 SUNNYVALE, CA 94088	Â	Â	Â SVP, Worldwide Sales	Â

Signatures

/s/ Scot A. Griffin, attorney-in-fact for: JAY A
LEGENHAUSEN

11/18/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) One-third (1/3) of the shares will vest upon the first anniversary of the July 15, 2011 grant date and the remainder will vest monthly in equal installments over the remaining twenty-four (24) months.
 - (2) Upon vesting of the restricted stock units ("RSUs"), the Reporting Person is entitled to receive one (1) share of common stock for each one (1) RSU.
Fifty percent (50%) of the RSUs will vest in four (4) successive and equal annual installments on the last trading day in January of each calendar year, beginning in 2012. Subject to the achievement of certain performance objectives, the remaining fifty percent (50%) of the RSUs will vest in four (4) successive and equal annual installments on the last trading day in January of each calendar year, beginning in 2012.
 - (3)

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.