FURR RANDY W

Form 4

February 02, 2012

# FORM 4

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

**OMB** 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FURR RANDY W			2. Issuer Name and Ticker or Trading Symbol Spansion Inc. [CODE]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(Last) (First) (Mi		3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
915 DEGUIGNE DRIVE			01/31/2012	X Officer (give title Other (specify below)  EVP and CFO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SUNNYVALE	, CA 94088		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) <b>Tabl</b>	e I - Non-D	Derivative :	Securi	ties Acqu	ired, Disposed of	f, or Beneficial	y 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)	on(A) or Di	urities Acquired Disposed of (D) 3, 4 and 5)  (A) Or  (A) Or  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 Beneficial Ownership (Instr. 4)	
Class A Common Stock	01/31/2012		M	26,986	` (		31,170	D	
Class A Common Stock	01/31/2012		M	6,875	A	\$ 0 (1)	38,045	D	
Class A Common Stock	02/01/2012		F	12,800	D	\$ 10.25	25,245	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 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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title an Underlyin (Instr. 3 a
				C-1- V	(4)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 (1)	01/31/2012		Code V M	(A)	(D) 26,986	(2)	01/31/2014(2)	Class A Commo Stock
Restricted Stock Units	\$ 0 (1)	01/31/2012		M		6,875	(2)	01/30/2015(2)	Class A Commo Stock
Stock Option (right to buy)	\$ 10.03	01/31/2012		A	275,000		01/31/2013(3)	01/31/2019	Class A Commo Stock
Restricted Stock Units	\$ 0 (1)	01/31/2012		A	130,000		<u>(4)</u>	01/31/2014(4)	Class A Commo Stock

## **Reporting Owners**

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

FURR RANDY W 915 DEGUIGNE DRIVE SUNNYVALE, CA 94088

**EVP** and **CFO** 

## **Signatures**

/s/ Scot A. Griffin, Attorney-in-Fact for: RANDY W. FURR 02/02/2012

\*\*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)** 

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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 per cent (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. Subject to the achievement of certain performance objectives, the remaining fifty per cent (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.
- One-third (1/3) of the shares will vest upon the first anniversary of the grant date and the remainder will vest monthly in equal installments over the remaining twenty-four (24) months.
  - Subject to the achievement of certain performance objectives, fifty per cent (50%) of the RSUs will vest annually on January 31, 2013 and January 31, 2014. Subject to the achievement of certain performance objectives, one-quarter of the total award is eligible for
- (4) accelerated vesting on July 31, 2012. If this accelerated vesting occurs, the vested shares will be deducted from the annual vesting calculation to determine any additional shares vesting on January 31, 2013. Subject to the achievement of certain performance objectives, the remaining fifty per cent (50%) of the RSUs will vest on January 31, 2014.

#### **Remarks:**

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on Nov. 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.