FURR RANDY W Form 4 May 12, 2010

FORM 4

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

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)

2. Issuer Name and Ticker or Trading Symbol

Spansion Inc. [CODE]

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

05/10/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

Issuer

below)

(Check all applicable)

OMB APPROVAL

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January 31,

2005

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Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

EVP and CFO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

(City) (State)

SUNNYVALE, CA 94088

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 10.51	05/10/2010		A	401,303		<u>(1)</u>	05/10/2017	Class A Common Stock	401,30
Restricted Stock Units	\$ 0 (2)	05/10/2010		A	215,888		(3)	(3)	Class A Common Stock	215,88

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o where there is a real constant of	Director	10% Owner	Officer	Other			
FURR RANDY W							
915 DEGUIGNE DRIVE			EVP and CFO				
SUNNYVALE, CA 94088							

Signatures

Laurie A. Webb, Attorney-in-Fact for: FURR RANDY W 05/12/2010

**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) One-third 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.
- (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.
- (3) Subject to the achievement of certain performance objectives, the RSUs will vest in four (4) successive and equal annual installments on the last trading day in January of each calendar year.

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.

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