

Spansion Inc.  
Form 4  
December 28, 2012

**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 \*  
BINGHAM H RAYMOND

(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)  
12/26/2012

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)

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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/26/2012		G <sup>(1)</sup>	V 28,749 D \$ 0 0		D	
Common Stock	12/26/2012		G <sup>(1)</sup>	V 28,749 A \$ 0 28,749 <sup>(2)</sup>		I	By trusts as noted in footnote (2).

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

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SEC 1474 (9-02)

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**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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BINGHAM H RAYMOND 915 DEGUIGNE DRIVE SUNNYVALE, CA 94085-3836		X		

**Signatures**

/s/ Scot A. Griffin, attorney-in-fact for: RAYMOND H. BINGHAM  
 12/28/2012  
 \*\*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) The reporting person transferred these shares to H. Raymond Bingham, Trustee of the Kristin Bingham 2005 Trust FBO Ashley Dare Bingham UTA dated 10/12/05; H. Raymond Bingham, Trustee of the Kristin Bingham 2005 Trust FBO Derek Raymond Bingham UTA dated 10/12/05; to H. Raymond Bingham, Trustee of the Kristin Bingham 2005 Trust FBO Erin Sloan Bingham UTA dated 10/12/05; to H. Raymond Bingham, Trustee of the Kristin Bingham 2005 Trust FBO Adam Jay Bingham UTA dated 10/12/05; and to H. Raymond Bingham, Trustee of the Kristin Bingham 2005 Trust FBO Christopher Brian Bingham UTA dated 10/12/05.
- (2) Represents separate gifts of general and limited partnership interests in Bingham Investments, LP to the Kristin Bingham 2005 Trust FBO Ashley Dare Bingham UTA dated 10/12/05, the Kristin Bingham 2005 Trust FBO Derek Raymond Bingham UTA dated 10/12/05, the Kristin Bingham 2005 Trust FBO Erin Sloan Bingham UTA dated 10/12/05, the Kristin Bingham 2005 Trust FBO Adam Jay Bingham UTA dated 10/12/05 and the Kristin Bingham 2005 Trust FBO Christopher Brian Bingham UTA dated 10/12/05. The reporting person disclaims beneficial ownership of the Spansion Inc. Class A Common Stock held by each of the trusts except to the extent of his beneficiary interest therein.

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.