

Spansion Inc.
Form 4
February 04, 2014

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 *
FURR RANDY W

(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)
01/31/2014

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)
Corporate EVP and CFO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Class A Common Stock	01/31/2014		A		8,666 (1)	A	\$ 0 114,462 D
Class A Common Stock	01/31/2014		A		26,986 (2)	A	\$ 0 141,448 D
Class A Common Stock	01/31/2014		A		6,875 (2)	A	\$ 0 148,323 D
Class A Common	01/31/2014		A		21,666 (2)	A	\$ 0 169,989 D

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Stock

Class A Common Stock	01/31/2014	A	30,000 (2)	A	\$ 0	199,989	D
Class A Common Stock	02/03/2014	F	42,500 (4)	D	\$ 14.74	157,489	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(1)	01/31/2014		A	44,000	(3) (3)	Class A Common Stock 44,000
Performance Stock Units	(2)	01/31/2014		A	44,000	(2) (2)	Class A Common Stock 44,000
Restricted Stock Units	(1)	01/31/2014		M	8,666	(3) (3)	Class A Common Stock 17,332
Performance Stock Units	(2)	01/31/2014		M	26,986	(2) (2)	Class A Common Stock 0
Performance Stock Units	(2)	01/31/2014		M	6,875	(2) (2)	Class A Common Stock 23,332
Performance Stock Units	(2)	01/31/2014		M	21,666	(2) (2)	Class A Common Stock 52,000
Performance Stock Units	(2)	02/03/2014		M	30,000	(2) (2)	Class A Common Stock 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FURR RANDY W 915 DEGUIGNE DRIVE SUNNYVALE, CA 94085-3836			Corporate EVP and CFO	

Signatures

/s/ Katy Motiey, attorney-in-fact for: Randy W. Furr	02/04/2014
<small>**Signature of Reporting Person</small>	<small>Date</small>

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.

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.