

Manocha Ajit

Form 3

November 20, 2008

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *
A Manocha Ajit

(Last) (First) (Middle)

C/O SPANSION INC., 915
DEGUIGNE DRIVE

(Street)

SUNNYVALE, CA 94088-3453

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)
11/12/20083. Issuer Name and Ticker or Trading Symbol
Spansion Inc. [SPSN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10%
Owner_X_ Officer ____ Other
(give title below) (specify below)
EVP, Worldwide Operations6. 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 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)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

(Instr. 5)

Non-Qualified Stock Option (Right to Buy)	Â (1)	02/21/2015	Class A Common Stock	75,000	\$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (4)	Class A Common Stock	30,000	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Manocha Ajit C/O SPANSION INC., 915 DEGUIGNE DRIVE SUNNYVALE, CA 94088-3453	Â	Â	Â EVP, Worldwide Operations	Â

Signatures

/s/ Ajit Manocha 11/19/2008

__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).

Options were granted to the reporting person on February 21, 2008 and vest over a four-year period according to the following schedule:

(1) One-fourth of the shares subject to the option shall vest on February 21, 2009, and the remaining shares subject to the option shall vest in equal installments quarterly over the next three years, until 100% vested on February 21, 2012.

(2) The exercise price for the Non-Qualified Option is \$2.98 per share.

(3) The restricted stock units were granted to the reporting person on February 21, 2008 and vest over a four-year period. One quarter of the shares subject to the award vests on February 21, 2009. The remaining shares subject to the award vest in equal installments quarterly, until 100% vested on February 21, 2012. Vested shares are delivered to the reporting person on each vesting date.

(4) Each restricted stock unit represents a contingent right to receive one share of Spansion Inc. Class A Common Stock. There is no exercise price or expiration date.

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.