

Spansion Inc.
Form 4
December 04, 2013

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WISHART MICHAEL S

(Last) (First) (Middle)

915 DEGUIGNE DRIVE

(Street)

SUNNYVALE, CA 94085

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Spansion Inc. [CODE]

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2013

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock ⁽¹⁾	12/02/2013		A	20,000	A \$ 0 (1) 20,000 ⁽¹⁾	D	

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

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information contained in this form are not
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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)

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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.
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option (right to buy)	\$ 12.23	12/02/2013		A		14,000	⁽²⁾ 12/02/2020	Class A Common Stock 14,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WISHART MICHAEL S 915 DEGUIGNE DRIVE SUNNYVALE, CA 94085		X		

Signatures

/s/ Scot A. Griffin, attorney-in-fact for: WISHART
MICHAEL S

12/04/2013

__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) Restricted stock units ("RSUs"). On December 2, 2013, the Reporting Person was appointed to the Issuer's Board of Directors. When a new independent director is appointed to our Board, the director will receive an initial RSU award of 20,000 RSUs that convert upon vesting into 20,000 shares of the Issuer's Class A Common Stock. Upon vesting of the RSUs, the Reporting Person is entitled to receive one (1) share of Class A Common Stock for each one (1) RSU. The RSU award vests quarterly over three years from the date of grant.

(2) Stock option (right to buy). On December 2, 2013, the Reporting Person was appointed to the Issuer's Board of Directors. When a new independent director is appointed to our Board, the director will receive an initial stock option award exercisable for 14,000 shares of the Issuer's Class A Common Stock. The stock option award vests quarterly over three years from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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