Spansion Inc.
Form 4
February 04, 2014

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
KISPERT JOHN H

(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)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

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

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	(A) or (D)	Price			
Class A Common Stock	01/31/2014		A		27,000 (1)	A	$ 0	371,240	D	
Class A Common Stock	01/31/2014		A		53,972 (2)	A	$ 0	425,212	D	
Class A Common Stock	01/31/2014		A		41,666 (2)	A	$ 0	466,878	D	
Class A Common	01/31/2014		A		13,125 (2)	A	$ 0	480,003	D	

Stock								
Class A Common Stock	01/31/2014		A	60,000 (2)	A	$ 0	540,003	D
Class A Common Stock	02/03/2014		F	99,000 (4)	D	$ 14.17	441,003	D

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

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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 Amou Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Restricted Stock Units	(1)	01/31/2014		A		140,000		(3)	(3)	Class A Common Stock	14
Performance Stock Units	(2)	01/31/2014		A		140,000		(2)	(2)	Class A Common Stock	14
Restricted Stock Units	(1)	01/31/2014		M			27,000	(3)	(3)	Class A Common Stock	27
Performance Stock Units	(2)	01/31/2014		M			53,972	(2)	(2)	Class A Common Stock	53
Performance Stock Units	(2)	01/31/2014		M			41,666	(2)	(2)	Class A Common Stock	41
Performance Stock Units	(2)	01/31/2014		M			13,125	(2)	(2)	Class A Common Stoc	13
Performance Stock Units	(2)	01/31/2014		M			60,000	(2)	(2)	Class A Common Stoc	60

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KISPERT JOHN H 915 DEGUIGNE DRIVE SUNNYVALE, CA 94085-3836	X		President and CEO	

Signatures

/s/ Katy Motiey, Attorney-in-fact for: John H. Kispert	02/04/2014
**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) 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.
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