

KISPERT JOHN H
Form 4
August 02, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
KISPERT JOHN H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
915 DEGUIGNE DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2012

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

(Street)
SUNNYVALE, CA 94085-3836

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price
Class A Common Stock	07/31/2012		M		100,000	A	\$ 0 ⁽¹⁾ 200,040
Class A Common Stock	08/01/2012		F		44,000	D	\$ 10.02 ₍₂₎ 156,040

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

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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)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Restricted Stock Units	\$ 0 ⁽¹⁾	07/31/2012		M		100,000	⁽³⁾	01/31/2014 ⁽³⁾	Class A Common Stock	100,

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/ Scot A. Griffin, Attorney-in-Fact for: KISPERT JOHN H

08/02/2012

__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) 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.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$9.71 to \$11.33, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each respective price within the range set forth in footnote 2 to this Form 4.
 - (2) Subject to the achievement of certain performance objectives, fifty per cent (50%) of the RSUs will vest annually on January 31, 2013 and January 31, 2014. Subject to the achievement of certain performance objectives, one-quarter of the total award is eligible for accelerated vesting on July 31, 2012. If this accelerated vesting occurs, the vested shares will be deducted from the annual vesting calculation to determine any additional shares vesting on January 31, 2013. Subject to the achievement of certain performance objectives, the remaining fifty per cent (50%) of the RSUs will vest on January 31, 2014.
 - (3) Subject to the achievement of certain performance objectives, fifty per cent (50%) of the RSUs will vest annually on January 31, 2013 and January 31, 2014. Subject to the achievement of certain performance objectives, one-quarter of the total award is eligible for accelerated vesting on July 31, 2012. If this accelerated vesting occurs, the vested shares will be deducted from the annual vesting calculation to determine any additional shares vesting on January 31, 2013. Subject to the achievement of certain performance objectives, the remaining fifty per cent (50%) of the RSUs will vest on January 31, 2014.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person November 2011.

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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