

Spansion Inc.
Form 4
March 21, 2008

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 *
FUJITSU LTD/JP/

(Last) (First) (Middle)

MORRISON & FOERSTER
LLP, 425 MARKET STREET

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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 | 03/21/2008 | | J ⁽¹⁾ | V 18,352,934 D \$ 0 0 | | D | |
| Class A Common Stock | 03/21/2008 | | J ⁽¹⁾ | V 18,352,934 A \$ 0 18,352,934 | | I | See Footnote ⁽²⁾ |
| Class C Common Stock | 03/21/2008 | | J ⁽¹⁾ | V 1 D \$ 0 0 | | D | |
| Class C Common | 03/21/2008 | | J ⁽¹⁾ | V 1 A \$ 0 1 | | I | See Footnote |

Stock

(2)

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FUJITSU LTD/JP/ MORRISON & FOERSTER LLP 425 MARKET STREET SAN FRANCISCO, CA 94105 | | X | | |

Signatures

Fujitsu Limited/JP/ by David C. Wilson,
Attorney-in-Fact

03/21/2008

__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) These shares were transferred from Fujitsu Limited/JP/ to Fujitsu Microelectronics Limited, a wholly-owned subsidiary of Fujitsu Limited/JP/, in connection with the Plan for Company Split, effective as of March 21, 2008 by Fujitsu Limited/JP/.

(2) These shares are owned directly by Fujitsu Microelectronics Limited, a wholly-owned subsidiary of Fujitsu Limited /JP/. Fujitsu Limited /JP/ is an indirect beneficial owner of the reported securities. This filing is being made to reflect that on March 21, 2008, Fujitsu Limited/JP/ transferred the shares to Fujitsu Microelectronics Limited. The transfer simply changes the nature of Fujitsu Limited/JP/s

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beneficial ownership of the shares from direct to indirect.

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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