## Edgar Filing: NAWAZ AHMED - Form 4

NAWAZ Al Form 4	HMED										
June 14, 201	11										
FORM	ЛЛ								OMB AF	PROVAL	
	UNITED	STATES		RITIES A shington			ANGE C	OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or				-		- ~-			Expires:	January 31, 2005	
				IGES IN SECUI		'ICIA	AL OWN	NERSHIP OF	Estimated average burden hours per response 0.		
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> NAWAZ AHMED			2. Issuer Name <b>and</b> Ticker or Trading Symbol Spansion Inc. [CODE]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	*				ransaction			(Check all applicable)			
(Mor				Day/Year)				Director 10% Owner X Officer (give title Other (specify below) below) EVP, Wireless Solutions Group			
				onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SUNNYVA	ALE, CA 94085-3	836						Form filed by Me Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acqu	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, any (Month/Day/Year)		Date, if		omr Dispos (Instr. 3,	(A) or	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				Code V	Amount	(D)	Price				
Common Stock	06/10/2011			М	5,982	А	\$ 10.51	5,982	D		
Class A Common Stock	06/10/2011			S <u>(1)</u>	5,982	D	\$ 18.7813 (2)	5 O	D		

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

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.

### Edgar Filing: NAWAZ AHMED - Form 4

#### 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. Transacti Code (Instr. 8)	5. Number ionof 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. H Der Sec (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 10.51	06/10/2011		М	4	5,982	(3)	05/10/2017	Class A Common Stock	5,982	

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
r o o	Director	10% Owner	Officer	Other				
NAWAZ AHMED 915 DEGUIGNE DRIVE SUNNYVALE, CA 94085-3836			EVP, Wireless Solutions Group					
Signatures								
/s/ Laurie A. Webb, Attorney-in-l NAWAZ	Fact for: A	AHMED	06/14/2011					

\*\*Signature of Reporting Person

## **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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 19, (1)2010.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.58 to \$19.03, inclusive. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer or a

Date

- (2) security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote to this Form 4.
- One-third of the shares subject to the grant will vest upon the first anniversary of the May 10, 2010 grant date and the remainder of the (3)
- shares will vest monthly in equal installments over the remaining twenty-four (24) months.

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.