Spansion Inc. Form 4 December 28, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person *

BINGHAM H RAYMOND

(Middle)

(First)

915 DEGUIGNE DRIVE

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Spansion Inc. [CODE]

(Month/Day/Year)

12/26/2012

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

X_ Director 10% Owner Other (specify Officer (give title 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

SUNNYVALE, CA 94085-3836

(City)	(State)	Zip) Table	e I - Non-l	Deri	ivative So	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	saction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)		ion(A (I) (I	4. Securities Acq n(A) or Disposed o (D) (Instr. 3, 4 and 5) (A) or Amount (D)		of	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)
Common Stock	12/26/2012		G(1) V	V 2	28,749	D	\$ 0	0	D	Deckerate
Common Stock	12/26/2012		G(1) V	V 2	28,749	A	\$0	28,749 (2)	I	By trusts as noted in footnote (2).

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ration Date		t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security	Acquired								Follo	
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N			
						Exercisable		Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director **BINGHAM H RAYMOND** 915 DEGUIGNE DRIVE X SUNNYVALE, CA 94085-3836

Signatures

/s/ Scot A. Griffin, attorney-in-fact for: RAYMOND H. **BINGHAM**

12/28/2012

**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).

The reporting person transferred these shares to H. Raymond Bingham, Trustee of the Kristin Bingham 2005 Trust FBO Ashley Dare Bingham UTA dated 10/12/05; H. Raymond Bingham, Trustee of the Kristin Bingham 2005 Trust FBO Derek Raymond Bingham UTA

- (1) dated 10/12/05; to H. Raymond Bingham, Trustee of the Kristin Bingham 2005 Trust FBO Erin Sloan Bingham UTA dated 10/12/05; to H. Raymond Bingham, Trustee of the Kristin Bingham 2005 Trust FBO Adam Jay Bingham UTA dated 10/12/05; and to H. Raymond Bingham, Trustee of the Kristin Bingham 2005 Trust FBO Christopher Brian Bingham UTA dated 10/12/05.
 - Represents separate gifts of general and limited partnership interests in Bingham Investments, LP to the Kristin Bingham 2005 Trust FBO Ashley Dare Bingham UTA dated 10/12/05, the Kristin Bingham 2005 Trust FBO Derek Raymond Bingham UTA dated 10/12/05, the
- Kristin Bingham 2005 Trust FBO Erin Sloan Bingham UTA dated 10/12/05, the Kristin Bingham 2005 Trust FBO Adam Jay Bingham UTA dated 10/12/05 and the Kristin Bingham 2005 Trust FBO Christopher Brian Bingham UTA dated 10/12/05. The reporting person disclaims beneficial ownership of the Spansion Inc. Class A Common Stock held by each of the trusts except to the extent of his beneficiary interest therein.

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.

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