

Spansion Inc.  
Form 4  
August 07, 2014

**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 \*  
**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)  
08/05/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	08/05/2014		M		80,500	A (1)	\$ 0 (3) 177,263
Class A Common Stock	08/06/2014		S		43,000	D (2)	\$ 18.67 134,263

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 Amount of Underlying Securities (Instr. 3 and 4)
Performance based-restricted stock units	\$ 0 <sup>(3)</sup>	01/31/2014		M	80,500	<sup>(1)</sup> <sup>(1)</sup>	Class A Common Stock 80,500

## 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: KISPERT JOHN H 08/07/2014

\_\_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).

On January 25, 2013, the Compensation Committee (the "Committee") of the Board of Directors of Spansion Inc. (the "Company") adopted and approved performance metrics for the vesting of performance based-restricted stock units ("PSUs") to be awarded under the Company's 2010 Equity Incentive Plan during fiscal 2013. Two separate measurement periods are applicable to those PSUs - one ending (1) on July 31, 2014 and one ending January 31, 2016. On January 31, 2013, the Committee awarded PSUs to the Reporting Party. On August 5, 2014, the Committee determined and certified that, based upon the Company's achievement of the performance metrics, 100% of the PSUs for the first measurement period were vested, and directed that the Reporting Person be issued the shares reported in Table I, Column 4 of this Form 4.

The sales reported in Table I, Column 4 in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Person and (2) were for payment of the tax liability incident to the settlement of shares on August 5, 2014 pursuant to performance-based stock units awarded to the Reporting Party on January 31, 2013 and issued in accordance with Rule 16b-3.

(3) Upon vesting of the PSUs, the Reporting Person is entitled to receive one (1) share of Class A Common Stock for each one (1) PSU.

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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