

Spansion Inc.  
Form 3/A  
December 23, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |  |  |   |  |
|---|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â FUJITSU LTD/JP/</p> <p>(Last) (First) (Middle)</p> <p>AKIRUNO TECHNOLOGY CENTER,Â 50 FUCHIGAMI, AKIRUNO</p> <p>(Street)</p> <p>TOKYO,Â M0Â 197-0833</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/15/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Spansion Inc. [SPSN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X_ 10% Owner<br/>___ Officer ___ Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>12/23/2005</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>_X_ Form filed by One Reporting Person<br/>___ Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)               | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| CLASS C COMMON STOCK \$0.001 PAR VALUE PER SHARE | 1  | D   | Â  |
| CLASS D COMMON STOCK \$0.001 PAR VALUE PER SHARE | 29,019,601   | D   | Â  |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Spansion Inc. - Form 3/A

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br><small>(Month/Day/Year)</small> | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|---|
|   | Date<br>Exercisable   | Expiration<br>Date   |  |  |   |
|   |   |  | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FUJITSU LTD/JP/<br>AKIRUNO TECHNOLOGY CENTER<br>50 FUCHIGAMI, AKIRUNO<br>TOKYO, M0 197-0833 | ^             | ^ X       | ^       | ^     |

## Signatures

DAVID C WILSON ATTORNEY IN  
FACT 12/23/2005

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

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### Remarks:

AMENDMENT FILED SOLELY TO CORRECT DATE OF EVENT REQUIRING STATEMENT.

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.