

NAWAZ AHMED

Form 4

June 16, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NAWAZ AHMED

(Last) (First) (Middle)

915 DEGUIGNE DR., P.O. BOX  
3453

(Street)

SUNNYVALE, CA 94088-3453

(City) (State) (Zip)

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

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

06/13/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP, WSD

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Class A<br>Common<br>Stock            | 06/13/2009                              |                                                             | M                                       | 813 A                                                                   | \$ 0 <sup>(1)</sup> 21,263                                                                                         | D                                                                    |                                         |
| Class A<br>Common<br>Stock            | 06/16/2009                              |                                                             | S <sup>(2)</sup>                        | 552 D                                                                   | \$ 0.095 20,711                                                                                                    | 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  
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SEC 1474  
(9-02)

# 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. 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 or Value of Derivative Security (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------|
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | 06/13/2009                           |                                                    | M                              | 813                                                                                     | <sup>(3)</sup> <sup>(1)</sup>                            | Class A Common Stock                                          | \$ 0                                                |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |          |       |
|------------------------------------------------------------------------------|---------------|-----------|----------|-------|
|                                                                              | Director      | 10% Owner | Officer  | Other |
| NAWAZ AHMED<br>915 DEGUIGNE DR.<br>P.O. BOX 3453<br>SUNNYVALE, CA 94088-3453 |               |           | EVP, WSD |       |

## Signatures

/s/ Ahmed  
Nawaz

06/16/2009

\*\*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) Each restricted stock unit represents a contingent right to receive one share of Spansion Inc. Class A Common Stock. There is no exercise price or expiration date.
- (2) The sale reported on this Form 4 was effected pursuant to a Rule 10b-25 trading plan adopted by the reporting person on August 26, 2007 to satisfy the tax obligations by the reporting person in connection with the vesting of the restricted stock units.
- Restricted stock units were granted to the reporting person on June 13, 2007 and vest over a four-year period. One quarter of the shares
- (3) subject to the award vested on the one year anniversary date. The remaining shares subject to the award vest in equal installments quarterly, until 100% vested on June 13, 2011. Vested shares are delivered to the reporting person on each vesting date.

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.