Melendres Robert C Form 4 October 30, 2008

Section 16.

Form 4 or

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

Check this box if no longer subject to

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

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person *

Melendres Robert C

(First) (Middle)

2. Issuer Name and Ticker or Trading Symbol

Spansion Inc. [SPSN]

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

10/28/2008

DEGUIGNE DRIVE P.O. BOX 3453

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

(Zip)

X Form filed by One Reporting Person Person

SUNNYVALE, CA 94088-3453

(State)

C/O SPANSION INC., 915

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct (Instr. 3) Code Disposed of (D) Beneficially (D) or (Instr. 3, 4 and 5) Indirect (I) (Month/Day/Year) (Instr. 8) Owned

> Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Class A Common

10/28/2008 Stock

M 1.572 25,088

D

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP & Chief Legal Officer

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

(Instr. 4)

10% Owner

Other (specify

Indirect

Beneficial

Ownership

(Instr. 4)

Issuer

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Following

Director

Applicable Line)

X_ Officer (give title

Estimated average

burden hours per

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transact Code (Instr. 8)	5. Number iomf 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. P Der Sec (Ins
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	10/28/2008		M	1,572	(2)	<u>(1)</u>	Class A Common Stock	1,572	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Melendres Robert C C/O SPANSION INC. 915 DEGUIGNE DRIVE P.O. BOX 3453 SUNNYVALE, CA 94088-3453

EVP & Chief Legal Officer

Signatures

/s/ Robert C.
Melendres 10/29/2008

**Signature of Reporting 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.
- Restricted stock units were granted to the reporting person on December 15, 2005 and vest over a four-year period. One quarter of the shares subject to the award vested on April 28, 2006. The remaining shares subject to the award vest in equal installments quarterly, until 100% vested on April 28, 2009. 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.

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