

Spansion Inc.  
Form 4  
February 24, 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 \*  
FURR RANDY W

(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)  
02/20/2014

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)  
Corporate EVP and CFO

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Class A Common Stock            | 02/20/2014                           |  | M                              |   | 18,268  | A  | \$ 10.03  |
| Class A Common Stock            | 02/20/2014                           |  | S                              |   | 18,268  | D  | \$ 16.23  |
| Class A Common Stock            | 02/20/2014                           |  | M                              |   | 64,000  | A  | \$ 10.51  |
| Class A Common                  | 02/20/2014                           |  | S                              |   | 64,000  | D  | \$ 16.23  |

Stock

(4)

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

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(9-02)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 10.03   | 02/20/2014                           |  | M                              | 18,268  | <u>(1)</u> 01/31/2019                                    | Class A Common Stock  | 18,268                        |
| Stock Option (right to buy)                | \$ 10.51   | 02/20/2014                           |  | M                              | 64,000  | <u>(2)</u> 05/10/2017                                    | Class A Common Stock  | 64,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| FURR RANDY W<br>915 DEGUIGNE DRIVE<br>SUNNYVALE, CA 94085-3836 |               |           | Corporate EVP and CFO |       |

## Signatures

RANDY W.  
FURR 02/24/2014

\*\*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).

- (1) One-third will vest upon the first anniversary of the January 31, 2012 grant date, and the remainder will vest monthly in equal installments over the remaining twenty-four (24) months.
- (2) One-third will vest upon the first anniversary of the May 10, 2010 grant date, and the remainder will vest monthly in equal installments over the remaining twenty-four (24) months.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person.  
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$15.96 to \$16.96, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each respective price within the range set forth in footnote 1 to this Form 4.
- (4)

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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