

NAWAZ AHMED  
Form 4  
December 09, 2009

**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 \*  
NAWAZ AHMED

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
915 DEGUIGNE DR., P.O. BOX 3453

3. Date of Earliest Transaction (Month/Day/Year)  
12/07/2009

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

EVP, WW Sales and Marketing

(Street)  
SUNNYVALE, CA 94088-3453

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	12/07/2009		M	1,250	A \$ 0 <sup>(1)</sup>	26,185	D
Class A Common Stock	12/09/2009		S <sup>(2)</sup>	401	D \$ 0.141	25,784	D
Class A Common Stock	12/09/2009		S <sup>(2)</sup>	210	D \$ 0.143	25,574	D
Class A Common	12/09/2009		S <sup>(2)</sup>	16	D \$ 0.146	25,558	D



## Edgar Filing: NAWAZ AHMED - Form 4

The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reported 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 December 7, 2006 and vest over a four-year period. One quarter of the
- (3) shares 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 December 7, 2010. 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.