

Spansion Inc.
Form 4
April 30, 2008

FORM 4

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

OMB APPROVAL

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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 *
CAMBOU BERTRAND F

(Last) (First) (Middle)
915 DEGUIGNE DR.

(Street)

SUNNYVALE, CA 94088-3453

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/28/2008

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)
President & CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	04/28/2008		M		7,144	A	\$ 0
					147,502	D	

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

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SEC 1474 (9-02)

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. 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 Security (Instr. 3 and 4)	Amount of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount of Shares
Employee Stock Option (right to buy)	\$ 3.02	04/28/2008		A	220,000	(3) 04/28/2015	Class A Common Stock	220,000
Restricted Stock Units	(1)	04/28/2008		A	88,000	(4) (1)	Class A Common Stock	88,000
Restricted Stock Units	(1)	04/28/2008		M	7,144	(2) (1)	Class A Common Stock	7,144

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMBOU BERTRAND F 915 DEGUIGNE DR. SUNNYVALE, CA 94088-3453	X		President & CEO	

Signatures

/s/ Dario Sacomani, Attorney-in-Fact for Reporting Person
 Date: 04/30/2008

__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.
- Restricted stock units were granted to the reporting person on December 15, 2005, and vest over a four-year period. 28,575 shares subject to the award vested on April 28, 2006. The remaining shares subject to the award vest in equal installments, quarterly, until fully vested on April 28, 2009. Vested shares are delivered to the reporting person on each vesting date.
- (2) Options were granted on April 28, 2008, and vest over a four-year period according to the following schedule: One-fourth of the shares subject to the option shall vest on April 28, 2009, and the remaining shares subject to the option shall vest in equal installments, quarterly, until fully vested on April 28, 2012.
- (3) Restricted stock units were granted to the reporting person on April 28, 2008, and vest over a four-year period. 22,000 shares subject to the award shall vest on April 28, 2009. The remaining shares subject to the award vest in equal installments, quarterly, until fully vested on April 28, 2012. Vested shares are delivered to the reporting person on each vesting date.
- (4)

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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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