

FURR RANDY W
Form 4
February 04, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FURR RANDY W

(Last) (First) (Middle)

915 DEGUIGNE DRIVE

(Street)

SUNNYVALE, CA 94088

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2012

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 below) ____ Other (specify below)

EVP and CFO

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 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)
Class A Common Stock	01/31/2013		M	70,163 (1)	A \$ 0 (1) 103,742	D	
Class A Common Stock	01/31/2013		M	17,875 (1)	A \$ 0 (1) 121,617	D	
Class A Common Stock	01/31/2013		M	56,332 (1)	A \$ 0 (1) 177,949	D	
Class A Common	01/31/2013		M	30,555 (1)	A \$ 0 (1) 208,504	D	

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Stock

Class A Common Stock	02/01/2013	F	46,882	D	\$ 11.6 (2)	161,622	D
Class A Common Stock	02/04/2013	F	38,118	D	\$ 11.27	123,504	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)

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 Am Underlying Sec (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date Date	Title
Restricted Stock Units	(1)	01/31/2012		M	70,163	(3) (3)	Class A Common Stock
Restricted Stock Units	(1)	01/31/2012		M	17,875	(3) (3)	Class A Common Stock
Restricted Stock Units	(1)	01/31/2012		M	56,332	(4) (4)	Class A Common Stock
Restricted Stock Units	(1)	01/31/2012		M	30,555	(4) (4)	Class A Common Stock
Stock Option	\$ 11.5	01/31/2012		A	56,000	(5) 01/31/2020	Class A Common Stock
Restricted Stock Units	(1)	01/31/2012		A	26,000	(6) (6)	Class A Common Stock
Performance Restricted	(7)	01/31/2012		A	52,000	(8) (8)	Class A Common

Stock Units

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FURR RANDY W 915 DEGUIGNE DRIVE SUNNYVALE, CA 94088	EVP and CFO

Signatures

/s/ Scot A. Griffin, Attorney-in-Fact for: RANDY W.
FURR

02/04/2013

__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) Upon vesting of the restricted stock units ("RSUs"), the Reporting Person is entitled to receive one (1) share of common stock for each one (1) RSU.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$9.71 to \$11.33, 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 2 to this Form 4.
- (2) Fifty percent (50%) of the RSUs will vest in four (4) successive and equal annual installments on the last trading day in January of each calendar year. Subject to the achievement of certain performance objectives, the remaining fifty percent (50%) of the RSUs will vest in four (4) successive and equal annual installments on the last trading day in January of each calendar year.

Vest over a three-year period, with 50 percent of the shares subject to performance goals in each of the three years commencing with the date of grant and a maximum of 50 percent of the shares subject to time-based vesting; If performance goals for the year of scheduled vesting are not met in that year, the unvested shares will be carried forward and will be forfeited if not earned by the last performance year; If performance is above target in a particular year, up to 150 percent of the shares may be accelerated; Shares carried forward from prior years will be utilized before shares are accelerated.
- (3) Vest one third (1/3) annually on the anniversary of the date of grant and then monthly thereafter.
- (4) Vest one third (1/3) annually on the anniversary of the date of grant.
- (5) Upon vesting of the performance based restricted stock units ("PRSUs"), the Reporting Person is entitled to receive one (1) share of Class A Common Stock for each one (1) PRSU.
- (6) Subject to the achievement of certain performance objectives, fifty per cent (50%) of the PRSUs are eligible for vesting on the last trading day of July 2014 and the remaining fifty percent (50%) of the shares are eligible for vesting on the last trading day of January.
- (7)
- (8)

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person and we

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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