Edgar Filing: Eby Thomas T - Form 4

| Form 4 | | | | | | | | | | | |
|---|---|---|---|---|-------------|--------|-------------|---|--|---|--|
| January 30, 2 FORM | Л | 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | OMB APPROVAL OMB 3235-028 Number: | |
| Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru | er STATI 5. Filed p s Section 1 | 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 | | | | | | burden hou response | Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5 | | |
| 1(b). | | | | | | | | | | | |
| Eby Thomas T (Last) (First) (Middle) 3. E (Mac 915 DEGUIGNE DR., P.O. BOX 3453 (Street) 4. E File | | | Issuer Name and Ticker or Trading Symbol Spansion Inc. [SPSN] Date of Earliest Transaction (Month/Day/Year) 01/28/2009 | | | | g | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <u>Director</u> 10% Owner <u>Nofficer (give title</u> 10% Other (specify below) EVP, CSID | | | |
| | | | | | | | | | | | |
| | | | | I. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| (City) | (State) | (Zip) | Table | e I - Non-De | erivative S | Securi | ties Ac | Person quired, Disposed o | | | |
| 1.Title of Security (Instr. 3) | | Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year) | | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or | | | er P) | 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 | |
| Class A Common Stock | 01/28/2009 | | | М | 2,858 | A | \$ 0 (1) | 44,641 | D | | |

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

Persons who respond to the collection of information contained in this form are not 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. Transactio Code (Instr. 8) | 5. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | Underlying Securities (Instr. 3 and 4) | | 8. Pr Deriv Secu (Inst |
|---|---|---|---|--|---|--|--------------------|--|--|---------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | <u>(1)</u> | 01/28/2009 | | М | 2,858 | (2) | (1) | Class A Common Stock | 2,858 | 2 |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | | |
|---|----------|---------------|-----------|-------|--|--|--|--|
| reporting of the reader of | Director | 10% Owner | Officer | Other | | | | |
| Eby Thomas T 915 DEGUIGNE DR. P.O. BOX 3453 SUNNYVALE, CA 94088-3453 | 3 | | EVP, CSID | | | | | |
| Signatures | | | | | | | | |
| /s/ Thomas Eby 01/ | /30/2009 | | | | | | | |

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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
(2) 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.

**Signature of

Reporting Person