STICH JOHN M Form 4 August 31, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287 January 31,

Expires:

5. Relationship of Reporting Person(s) to

Issuer

2005 Estimated average 0.5

OMB APPROVAL

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

STICH JOHN M

1. Name and Address of Reporting Person *

See Instruction

			Spansion Inc. [SPSNQ.PK]			(Check all applicable)				
(Last) (First) (Middle) 915 DEGUIGNE DR., P.O. BOX 3453		3. Date of Earliest Transaction (Month/Day/Year) 08/27/2009				X Director 10% Owner Officer (give title below) Other (specify below)				
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
SUNNYVA	LE, CA 94088-	3453	Filed(Mont	h/Day/Year)				Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Pe More than One Re	
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	any		emed on Date, if /Day/Year)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 6. Owners Form: Dir (D) or Indirect (I (Instr. 4)			
Class A Common Stock	08/27/2009			M	625	A	\$ 0 (1)	15,625	D	
Class A Common Stock								10,000	I	See Footnote (2)
Reminder: Repo	ort on a separate li	ne for each c	lass of secur	ities benefic	cially own	ed dire	ectly or	indirectly.		

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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. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	08/27/2009		M	625	(3)	<u>(1)</u>	Class A Common Stock	625	\$ 0 9

Reporting Owners

Reporting Owner Name / Address	Relationships						
rioportung o maior riamo, rrauross	Director	10% Owner	Officer	Other			
STICH JOHN M							
915 DEGUIGNE DR.	X						
P.O. BOX 3453	Λ						
SUNNYVALE, CA 94088-3453							

Signatures

Laurie A. Webb, Attorney-in-Fact for John M. Stich 08/31/2009

**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.
- (2) Shares held by Stich Family Holdings LLC.
- Restricted stock units were granted to the reporting person on May 27, 2008 and vest over a four-year period. One quarter of the shares subject to the award vested on May 27, 2009. The remaining shares subject to the award vest in equal installments quarterly, until 100% vested on May 27, 2012. 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.

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