

Chao David K
Form 4
March 02, 2010

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 *
Chao David K

(Last) (First) (Middle)

915 DEGUIGNE DR., P.O. BOX 3453

(Street)

SUNNYVALE, CA 94088-3453

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2010

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)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	02/27/2010		M	625	A	\$ 0 (1)	30,625	D
Class A Common Stock	02/28/2010		M	625	A	\$ 0 (1)	31,250	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)

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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. 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
Restricted Stock Units	\$ 0 ⁽¹⁾	02/27/2010		M	625	⁽²⁾ / ⁽¹⁾	Class A Common Stock	625 \$ 0
Restricted Stock Units	\$ 0 ⁽¹⁾	02/28/2010		M	625	⁽³⁾ / ⁽¹⁾	Class A Common Stock	625 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chao David K 915 DEGUIGNE DR. P.O. BOX 3453 SUNNYVALE, CA 94088-3453		X		

Signatures

/s/ Laurie A. Webb, Attorney in Fact for David K. Chao 03/02/2010

**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.
- The restricted stock units were granted on May 27, 2008 and vest over a four-year period according to the following schedule: One-fourth of the shares shall vest on the one year anniversary of the grant date, and the remaining shares shall vest in equal installments quarterly over the next three years, until 100% vested on May 27, 2012. Vested shares will be delivered to the reporting person on each vesting date.
- (2) The restricted stock units were granted on May 29, 2007 and vest over a four-year period according to the following schedule: One-fourth of the shares vested on May 29, 2008, and the remaining shares shall vest in equal installments quarterly over the next three years, until

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100% vested on May 29, 2011. Vested shares will be 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.

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