Spansion Inc. Form 4 March 07, 200)6										
FORM	4 UNITED	STATES		RITIES A			COMMISSIO		PPROVAL 3235-0287		
Check this box January							urs per				
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person * 2. I SACOMANI DARIO Symi				er Name anc	l Ticker or	Trading	5. Relationship o Issuer	ship of Reporting Person(s) to			
	Spansion Inc. [SPSN]				(Check all applicable)						
(M			3. Date of Earliest Transaction (Month/Day/Year) 03/03/2006			Director 10% Owner X Officer (give title Other (specify below) Delow) Executive V.P. and C.F.O.					
				onth/Day/Year) Applicable Line) _X_Form filed by				oint/Group Filing(Check One Reporting Person			
SUNNYVAL	LE, CA 94088						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	. Transaction Date Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)		
Reminder: Repor	rt on a separate line	e for each cl	ass of sec	urities benef	-	-	or indirectly.	oction of	SEC 1474		

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	ĺ	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 14.72	03/03/2006		А		125,000		<u>(1)</u>	03/03/2013	Class A Common Stock	125,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SACOMANI DARIO 915 DEGUIGNE DRIVE P.O. BOX 3453 SUNNYVALE, CA 94088			Executive V.P. and C.F.O.				

Signatures

/s/ Dario	
Sacomani	03/06/2006
<u>**</u> Signature of Reporting Person	Date
Reporting reison	

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).

The options were granted on March 3, 2006, and vest over a four-year period according to the following schedule: One-fourth of the (1) shares subject to the option shall vest on January 28, 2007, and the remaining shares subject to the option shall vest in equal installments

quarterly over the remaining 36 months, beginning April 28, 2007.

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.