

Spansion Inc.  
Form 4  
August 07, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WEATHERFORD CLIFTON THOMAS**

(Last) (First) (Middle)

915 DEGUIGNE DRIVE

(Street)

SUNNYVALE, CA 94085-3836

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/05/2014

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			
Class A Common Stock	08/05/2014		S	5,529	D	\$ 19.15	15,447	D
Class A Common Stock	08/06/2014		S	4,447	D	\$ 18.96	11,000	D
Class A Common Stock	08/06/2014		X	5,000	A	\$ 10.51	16,000	D
Class A Common Stock	08/06/2014		S	5,000	D	\$ 18.92	11,000	D

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 10.51	08/06/2014		X	5,000	<sup>(3)</sup> 05/10/2017	Class A Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEATHERFORD CLIFTON THOMAS 915 DEGUIGNE DRIVE SUNNYVALE, CA 94085-3836		X		

## Signatures

/s/ Katy Motiey, Attorney-in-Fact for: WEATHERFORD CLIFTON THOMAS 08/07/2014

\_\_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) The price reported in Table 1, Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$18.94 to \$18.98, 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 1 to this Form 4.
- (2) The price reported in Table 1, Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$18.90 to \$18.95, 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

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the range set forth in footnote 2 to this Form 4.

(3) The option will vest quarterly over three (3) years from the May 10, 2010 date of grant.

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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