

Dorchak Glenda
 Form 4
 February 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Dorchak Glenda

(Last) (First) (Middle)
 915 DEGUIGNE DRIVE, P.O. BOX 3453
 (Street)

SUNNYVALE, CA 94088-3453
 (City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/31/2013

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)
 EVP, GM, Global Business

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	01/31/2013		M		21,665 (1)	A	\$ 0 (1)
					21,665	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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- (4) Vest one third (1/3) annually on the anniversary of the date of grant.
- (5) Upon vesting of the performance based restricted stock units ("PRSU's"), the Reporting Person is entitled to receive one (1) share of Class A Common Stock for each one (1) PRSU.
- (6) Subject to the achievement of certain performance objectives, fifty per cent (50%) of the PRSU's are eligible for vesting on the last trading day of July 2014 and the remaining fifty percent (50%) of the shares are eligible for vesting on the last trading day of January.

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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