

Spansion Inc.  
Form 4  
July 09, 2014

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BINGHAM H RAYMOND**

(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)  
**07/07/2014**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |   |                                  |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|---|----------------------------------|
| Class A<br>Common<br>Stock            |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                    | Price                                                                                                              |                                                                      |                                         |   |                                  |
|                                       |                                         |                                                             |                                      | Code V                                                              | Amount                                                                                                             |                                                                      |                                         |   |                                  |
|                                       |                                         |                                                             |                                      |                                                                     |                                                                                                                    | 28,749                                                               | D <sup>(1)</sup>                        |   |                                  |
| Class A<br>Common<br>Stock            | 07/07/2014                              |                                                             | J <sup>(2)</sup>                     | 2,209                                                               | D                                                                                                                  | \$<br>21.62                                                          | 11,333                                  | I | Held in<br>trusts <sup>(3)</sup> |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

# Edgar Filing: Spansion Inc. - Form 4

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships                    |
|---------------------------------------------------------------------|----------------------------------|
|                                                                     | Director 10% Owner Officer Other |
| BINGHAM H RAYMOND<br>915 DEGUIGNE DRIVE<br>SUNNYVALE, CA 94085-3836 | X                                |

## Signatures

/s/ Katy Motiey, Attorney-in-Fact for: RAYMOND H.  
BINGHAM

07/09/2014

\_\_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) Represents shares held by Raymond H. Bingham, the Reporting Person, and by Bingham Investments, LP. The Reporting Person does not disclaim beneficial interest in Bingham Investments, LP.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person and were for payment of the tax liability incident to the vesting of a security issued in accordance with Rule 16b-3.  
Represents separate gifts of general and limited partnership interests in Bingham Investments, LP to the Kristin Bingham 2005 Trust FBO Ashley Dare Bingham UTA dated 10/12/05, the Kristin Bingham 2005 Trust FBO Derek Raymond Bingham UTA dated 10/12/05, the Kristin Bingham 2005 Trust FBO Erin Sloan Bingham UTA dated 10/12/05, the Kristin Bingham 2005 Trust FBO Adam Jay Bingham UTA dated 10/12/05 and the Kristin Bingham 2005 Trust FBO Christopher Brian Bingham UTA dated 10/12/05, collectively, the Raymond and Kristin Bingham Revocable Trust Dtd 9/16/2004. The Reporting Person disclaims beneficial ownership of the Spansion Inc. Class A Common Stock held by each of the trusts except to the extent of his beneficiary interest therein.

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.