

NAWAZ AHMED  
Form 3  
June 21, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â NAWAZ AHMED			(Month/Day/Year)	Spansion Inc. [SPSN]	
(Last)	(First)	(Middle)	06/14/2007	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
915 DEGUIGNE DR.					
(Street)				(Check all applicable)	
SUNNYVALE,Â CAÂ 94088-3453				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, WSD	<input checked="" type="checkbox"/> Form filed by One Reporting Person
					<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of Shares			

Employee Stock Option (right to buy)	Â (2)	12/07/2013	Class A Common Stock	75,000	\$ 14.93	D	Â
Restricted Stock Units	Â (3)	Â (1)	Class A Common Stock	20,000	\$ (1)	D	Â
Employee Stock Option (right to buy)	Â (4)	04/20/2014	Class A Common Stock	30,000	\$ 10.41	D	Â
Restricted Stock Units	Â (5)	Â (1)	Class A Common Stock	12,000	\$ (1)	D	Â
Employee Stock Option (right to buy)	Â (6)	06/13/2014	Class A Common Stock	32,500	\$ 11.53	D	Â
Restricted Stock Units	Â (7)	Â (1)	Class A Common Stock	13,000	\$ (1)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAWAZ AHMED 915 DEGUIGNE DR. SUNNYVALE, CA 94088-3453	Â	Â	Â EVP, WSD	Â

## Signatures

/s/ Ahmed  
Nawaz

06/20/2007

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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.
- (2) Options were granted on December 7, 2006, and vest over a four-year period according to the following schedule: One-fourth of the shares subject to the option shall vest on December 7, 2007, and the remaining shares subject to the option shall vest in equal installments quarterly over the remaining 36 months, beginning on March 7, 2008.
- (3) Restricted stock units were granted to the reporting person on December 7, 2006, and vest over a four-year period. 5,000 of the shares subject to the award shall vest on December 7, 2007. The remaining shares subject to the award vest in equal installments quarterly, until 100% vested on December 7, 2010. Vested shares are delivered to the reporting person on each vesting date.
- (4) Options were granted on April 20, 2007, and vest over a four-year period according to the following schedule: One-fourth of the shares subject to the option shall vest on April 20, 2008, and the remaining shares subject to the option shall vest in equal installments quarterly

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over the remaining 36 months, beginning on July 20, 2008.

(5) Restricted stock units were granted to the reporting person on April 20, 2007, and vest over a four-year period. 3,000 of the shares subject to the award shall vest on April 20, 2008. The remaining shares subject to the award vest in equal installments quarterly, until 100% vested on April 20, 2011. Vested shares are delivered to the reporting person on each vesting date.

(6) Options were granted on June 13, 2007, and vest over a four-year period according to the following schedule: One-fourth of the shares subject to the option shall vest on June 13, 2008, and the remaining shares subject to the option shall vest in equal installments quarterly over the remaining 36 months, beginning on September 13, 2008.

(7) Restricted stock units were granted to the reporting person on June 13, 2007, and vest over a four-year period. 3,250 of the shares subject to the award shall vest on June 13, 2008. The remaining shares subject to the award vest in equal installments quarterly, until 100% vested on June 13, 2011. Vested shares are 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.

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.