

CAMBOU BERTRAND F  
 Form 4  
 February 02, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 CAMBOU BERTRAND F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 01/31/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

(Street)  
 SUNNYVALE, CA 94088

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	01/31/2006		P	A	\$ 12.8776	1,000	D
Class A Common Stock	01/31/2006		P	A	\$ 12.9001	2,000	D
Class A Common Stock	01/31/2006		P	A	\$ 12.9975	3,000	D
Class A Common	01/31/2006		P	A	\$ 13.002	4,000	D

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Stock							
Class A Common Stock	01/31/2006	P	3,000	A	\$ 13.01	7,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.0013	8,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.0165	9,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.019	10,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.022	11,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.03	12,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.04	13,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.0445	14,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.0504	15,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.0747	16,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.08	17,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.0822	18,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.0963	19,000	D
Class A Common Stock	01/31/2006	P	3,000	A	\$ 13.09	22,000	D

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Class A Common Stock	01/31/2006	P	5,000	A	\$ 13.1	27,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.1025	28,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.1144	29,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.1148	30,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.1166	31,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.121	32,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.1225	33,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.129	34,000	D
Class A Common Stock	01/31/2006	P	5,000	A	\$ 13.13	39,000	D
Class A Common Stock	01/31/2006	P	1,000	A	\$ 13.1585	40,000	D
Class A Common Stock	01/31/2006	P	10,000	A	\$ 13.24	50,000	D

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMBOU BERTRAND F 915 DEGUIGNE DRIVE, P.O. BOX 3453 SUNNYVALE, CA 94088	X		President and CEO	

## Signatures

/s/ Bertrand F.  
Cambou  
02/01/2006  
Date

\*\*Signature of Reporting Person

## 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).

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.