

Manocha Ajit
 Form 3
 November 20, 2008

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 and Ticker or Trading Symbol	
Â Manocha Ajit			(Month/Day/Year)	Spancion Inc. [SPSN]	
(Last)	(First)	(Middle)	11/12/2008	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O SPANSSION INC., 915					
DEGUIGNE DRIVE				(Check all applicable)	
(Street)				___ Director ___ 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
SUNNYVALE,Â CAÂ 94088-3453				<u> X </u> Officer ___ Other (give title below) (specify below)	<u> X </u> Form filed by One Reporting Person
(City)	(State)	(Zip)		EVP, Worldwide Operations	___ 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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Non-Qualified Stock Option (Right to Buy)	Â (1)	02/21/2015	Class A Common Stock	75,000	\$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (4)	Class A Common Stock	30,000	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Manocha Ajit C/O SPANSION INC., 915 DEGUIGNE DRIVE SUNNYVALE, CA 94088-3453	Â	Â	Â EVP, Worldwide Operations	Â

Signatures

/s/ Ajit Manocha 11/19/2008

__Signature of Date
Reporting Person

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).

Options were granted to the reporting person on February 21, 2008 and vest over a four-year period according to the following schedule:

(1) One-fourth of the shares subject to the option shall vest on February 21, 2009, and the remaining shares subject to the option shall vest in equal installments quarterly over the next three years, until 100% vested on February 21, 2012.

(2) The exercise price for the Non-Qualified Option is \$2.98 per share.

(3) The restricted stock units were granted to the reporting person on February 21, 2008 and vest over a four-year period. One quarter of the shares subject to the award vests on February 21, 2009. The remaining shares subject to the award vest in equal installments quarterly, until 100% vested on February 21, 2012. Vested shares are delivered to the reporting person on each vesting date.

(4) 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.

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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