CAMBOU BERTRAND F

Form 4

February 02, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

response...

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CAMBOU BERTRAND F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Spansion Inc. [SPSN]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director X_ Officer (give title

10% Owner Other (specify

915 DEGUIGNE DRIVE, P.O. BOX

(Street)

3453

01/31/2006

below) President and CEO

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SUNNYVALE, CA 94088

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	(A) or			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)
Class A Common Stock	01/31/2006		Code V	Amount 1,000	(D)	Price \$ 12.8776	1,000	D	
Class A Common Stock	01/31/2006		P	1,000	A	\$ 12.9001	2,000	D	
Class A Common Stock	01/31/2006		P	1,000	A	\$ 12.9975	3,000	D	
Class A Common	01/31/2006		P	1,000	A	\$ 13.002	4,000	D	

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Stock							
Class A Common Stock	01/31/2006	Р	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	Р	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	Р	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.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui

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Bene Own Follo Repo Trans (Instr

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur (Instr	ities . 3 and 4)	(Instr. 5)
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Relationships

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

CAMBOU BERTRAND F

915 DEGUIGNE DRIVE, P.O. BOX 3453 X President and CEO

SUNNYVALE, CA 94088

Signatures

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

**Signature of Reporting Date
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.

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