KISPERT JOHN H

Form 3

February 12, 2009

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

OMB APPROVAL

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response...

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

January 31,

0.5

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Spansion Inc. [SPSN] **KISPERT JOHN H** (Month/Day/Year) 02/02/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 915 DEGUIGNE DR. (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Director 10% Owner _X_ Form filed by One Reporting _X_ Officer Other Person SUNNYVALE, CAÂ 94088 (give title below) (specify below) Form filed by More than One President and CEO Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Expiration Date	Title	Amount or Number of Shares	Derivative Security: Security Direct (D) or Indirect (I) (Instr. 5)		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KISPERT JOHN H

915 DEGUIGNE DR. \hat{A} X \hat{A} \hat{A} President and CEO \hat{A}

SUNNYVALE, CAÂ 94088

Signatures

/s/ John H. 02/12/2009 Kispert

**Signature of Date
Reporting Person

Explanation of Responses:

No securities are beneficially owned

* 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).

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Remarks:

No Beneficial Securities Owned

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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