

(Print or Type Responses)

1. Name and Address of Reporting Person ADVANCED MICRO DEVICES INC			2. Issuer Name and Ticker or Trading Symbol Spansion Inc. [SPSN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)</div> <div><input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)</div>				
(Last) (First) (Middle) ONE AMD PLACE, P.O. BOX 3453			3. Date of Earliest Transaction (Month/Day/Year) 12/21/2005							
(Street) SUNNYVALE, CA 94086			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <div><input type="checkbox"/> Form filed by One Reporting Person</div> <div><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</div>				
(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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/21/2005		P		5,000,000	A	\$ 12	48,529,402	I	See Footnote (1)
Class B Common Stock (Holding)								1	I	See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially 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.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				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
ADVANCED MICRO DEVICES INC ONE AMD PLACE P.O. BOX 3453 SUNNYVALE, CA 94086		X		
AMD (U.S.) Holdings, Inc. ONE AMD PLACE, P.O. BOX 3453 SUNNYVALE, CA 94088		X		

AMD Investments, Inc. ONE AMD PLACE P.O. BOX 3453 SUNNYVALE, CA 94086		X		
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Signatures

/s/ Hollis M. O'Brien, Corporate Vice President and Secretary	12/21/2005
 Signature of Reporting Person	Date

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).
- (1) These shares are owned directly by AMD Investments, Inc., which is a wholly-owned subsidiary of AMD (U.S.) Holdings, Inc., which is a wholly-owned subsidiary of Advanced Micro Devices, Inc. AMD (U.S.) Holdings, Inc. and Advanced Micro Devices, Inc. are indirect beneficial owners of the reported securities.

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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