

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Last) (First) (Middle) ONE AMD PLACE, P.O. BOX 3453			3. Date of Earliest Transaction (Month/Day/Year) 02/26/2007							
(Street) SUNNYVALE, CA 94088			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)	
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	07/20/2007		S ⁽¹⁾		2,006,693	D	\$ 12.08	24,537,910	I	See Footnote (2)
Class A Common Stock	07/23/2007		S		10,500,000	D	\$ 11.44	14,037,910	I	See Footnote (2)
Class B Common Stock								1	I	See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 94088		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 94088		X		

Signatures

/s/ Faina Medzonsky, on behalf of Advanced Micro Devices, Inc., AMD (U.S.) Holdings, Inc., AMD Investments, Inc.

**Signature of Reporting Person

07/23/2007

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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 5,2007 as amended on May 31, 2007.
- (2) 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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