

Imaoka Kazunori
 Form 3
 July 14, 2006

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 Imaoka Kazunori			(Month/Day/Year)	Spansion Inc. [SPSN]	
(Last)	(First)	(Middle)	07/01/2006	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
SPANSION JAPAN, 1-14 NISSHIN-CHO,Â KAWASAKI-KU, KAWASAKI-SHI				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
KANAGAWA,Â MOÂ 210-0024				<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		EVP, Pres. Spansion Japan Ltd.	<input type="checkbox"/> 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)
Class A Common Stock	8,001	D	Â

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Unit Award ⁽¹⁾	01/28/2007	Â ⁽³⁾	Class A Common Stock	20,000	\$ ⁽³⁾	D	Â
Restricted Stock Unit Award ⁽²⁾	07/28/2006	Â ⁽³⁾	Class A Common Stock	24,003	\$ ⁽³⁾	D	Â
Employee Stock Option (right to buy)	Â ⁽⁴⁾	12/15/2012	Class A Common Stock	50,000	\$ 12	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Imaoka Kazunori SPANSION JAPAN, 1-14 NISSHIN-CHO KAWASAKI-KU, KAWASAKI-SHI KANAGAWA,Â MOÂ 210-0024	Â	Â	Â EVP, Pres. Spansion Japan Ltd.	Â

Signatures

/s/ Kazunori Imaoka 07/14/2006

 **Signature of Reporting Person Date

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).
- (1) The shares subject to the RSU are issued and released as they vest at a rate of 25% on January 28, 2007, and then in equal quarterly segments over the next three years.
 - (2) The shares subject to the RSU are issued and released as they vest. 2,000 shares will vest on July 28, 2006, and then in equal quarterly segments through April 28, 2009.
 - (3) 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.
 - (4) The options were granted on December 15, 2005 and vest over a four-year period according to the following schedule: One-fourth of the shares subject to the option shall vest on January 28, 2007, and the remaining shares subject to the option shall vest in equal installments quarterly over the remaining 36 months, beginning April 28, 2007.

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.