

Spansion Inc.  
Form 25  
July 02, 2010

OMB APPROVAL  
OMB Number: 3235-0080  
Expires: January 31,  
2012  
Estimated average burden  
hours per response 1.00

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 25**

**NOTIFICATION OF REMOVAL FROM LISTING AND/OR**  
**REGISTRATION UNDER SECTION 12(b) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-34747

**Spansion Inc.; NYSE Amex LLC**

(Exact name of Issuer as specified in its charter, and name of Exchange where security is listed and/or registered)

915 DeGuigne Drive, P.O. Box 3453, Sunnyvale, CA 94088

(Address, including zip code, and telephone number, including area code, of Issuer's principal executive offices)

Class A Common Stock, par value \$0.001 per share

(Description of class of securities)

Please place an X in the box to designate the rule provision relied upon to strike the class of securities from listing and registration:

.. 17 CFR 240.12d2-2(a)(1)

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.. 17 CFR 240.12d2-2(a)(2)

.. 17 CFR 240.12d2-2(a)(3)

.. 17 CFR 240.12d2-2(a)(4)

.. Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the class of securities from listing and/or withdraw registration on the Exchange.<sup>1</sup>

x Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with the rules of the Exchange and the requirements of 17 CFR 240.12d2-2(c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange. Pursuant to the requirements of the Securities Exchange Act of 1934, Spansion Inc. (Name of Issuer or Exchange) certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Form 25 and has caused this notification to be signed on its behalf by the undersigned duly authorized person.

By

Executive Vice President and

July 2, 2010  
Date

/s/ RANDY W. FURR  
Name

Chief Financial Officer  
Title

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<sup>1</sup> Form 25 and attached Notice will be considered compliance with the provisions of 17 CFR 240.19d-1 as applicable. See General Instructions.

**SEC 1654 (03-06)**

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