

ADVANCED MICRO DEVICES INC

Form 4

May 12, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
EBERHART PAULETT

2. Issuer Name **and** Ticker or Trading
Symbol
ADVANCED MICRO DEVICES
INC [AMD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
ADVANCED MICRO DEVICES,
INC., ONE AMD PLACE

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2014

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
SUNNYVALE, CA 94088-3453

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 Ownership (Instr. 4)
Common Stock	05/08/2014		M	(A) or (D) Price	119,269 (1)	A	\$ 0 246,389 D

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. I De Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽²⁾	05/08/2014		M		50,000		⁽³⁾	⁽³⁾	Common Stock	50,000
Restricted Stock units	\$ 0 ⁽²⁾	05/08/2014		M		69,269		⁽⁴⁾	⁽⁴⁾	Common Stock	69,269

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EBERHART PAULETT ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453	X

Signatures

Paulett Eberhart 05/09/2014

 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).

Ms. Eberhart did not stand for re-election at AMD's 2014 Annual Meeting of Stockholders held on May 8, 2014 and ceased to be a member of the AMD Board of Directors as of May 8, 2014. In connection with AMD's outside director equity compensation policy, because Ms. Eberhart served as a member of the Board for at least three years prior to her retirement and satisfied AMD's equity

- (1) ownership guidelines, her unvested RSU awards, comprised of 69,269 shares of common stock, became fully vested on May 8, 2014. In addition, pursuant to AMD's outside director equity compensation policy, Ms. Eberhart elected to defer the issuance of 50,000 shares of common stock issuable upon the vesting of her RSU awards until she ceases to serve on the Board. On May 8, 2014 the deferred shares were issued to Ms. Eberhart.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock.

This award vested 1/3 on each of May 7, 2010, 2011 and 2012. Ms. Eberhart elected to defer the issuance of 50,000 shares of common
- (3) stock issuable upon the vesting of her RSU awards until she ceases to serve on the Board. On May 8, 2014, the deferred shares were issued to Ms. Eberhart.
- (4) Ms. Eberhart did not stand for re-election at AMD's 2014 Annual Meeting of Stockholders held on May 8, 2014 and ceased to be a member of the AMD Board of Directors as of May 8, 2014. In connection with AMD's outside director equity compensation policy, because Ms. Eberhart served as a member of the Board for at least three years prior to her retirement and satisfied AMD's equity

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ownership guidelines, her unvested RSU awards, comprised of 69,269 shares of common stock, became fully vested on May 8, 2014.

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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