

PALMER ROBERT B
Form 4
May 20, 2013

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 *
PALMER ROBERT B

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)
05/16/2013

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Former Director

(Street)
SUNNYVALE, CA 94088-3453

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	(A) or (D)	Price
Common Stock	05/16/2013		M		163,454	A	\$ 0 275,564

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

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information contained in this form are not
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	05/16/2013		M		12,500		05/16/2013	05/03/2014	Common Stock	12,500
Restricted Stock Units	\$ 0	05/16/2013		M		15,625		05/16/2013	05/08/2015	Common Stock	15,625
Restricted Stock Units	\$ 0	05/16/2013		M		50,000		05/16/2013	05/07/2016	Common Stock	50,000
Restricted Stock Units	\$ 0	05/16/2013		M		28,125		05/16/2013	05/20/2017	Common Stock	28,125
Restricted Stock Units	\$ 0	05/16/2013		M		27,124		05/16/2013	05/03/2018	Common Stock	27,124
Restricted Stock Units	\$ 0	05/16/2013		M		30,080		05/16/2013	05/10/2019	Common Stock	30,080

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PALMER ROBERT B ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453	Former Director

Signatures

Faina Roeder By Power of
Attorney 05/20/2013

__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).

- Mr. Palmer retired from AMD's Board of Directors effective May 16, 2013. In connection with AMD's outside director equity compensation policy, because Mr. Palmer served as a member of the Board for at least three years prior to his retirement and satisfied AMD's equity ownership guidelines, his unvested RSU awards comprised of 18,419 shares of AMD common stock, became fully vested upon his retirement on May 16, 2013. In addition, pursuant to AMD's outside director equity compensation policy, Mr. Palmer elected to defer the issuance of these shares of stock issuable upon the vesting of his RSU awards until he ceases to serve on the Board. On May 16, 2013, the date of his retirement from AMD's Board of Directors, the deferred shares were issued to Mr. Palmer.
- (1)

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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