

ADVANCED MICRO DEVICES INC

Form 4

April 04, 2006

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 *
RICHARD HENRI P

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)
04/03/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
EVP Chf Sales & Mkt Off

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/03/2006		M		6,814	A	\$ 14.75	35,669	D
Common Stock	04/03/2006		M		1,050	A	\$ 7.36	36,719	D
Common Stock	04/03/2006		M		1,172	A	\$ 7.16	37,891	D
Common Stock	04/03/2006		M		1,172	A	\$ 15.2	39,063	D
Common Stock	04/03/2006		M		1,172	A	\$ 14.64	40,235	D

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Common Stock	04/03/2006	M	760	A	\$ 14.22	40,995	D
Common Stock	04/03/2006	M	1,736	A	\$ 11.33	42,731	D
Common Stock	04/03/2006	M	2,930	A	\$ 15.5	45,661	D
Common Stock	04/03/2006	M	1,954	A	\$ 16.66	47,615	D
Common Stock	04/03/2006	<u>S(1)</u>	800	D	\$ 32.25	46,815	D
Common Stock	04/03/2006	<u>S(1)</u>	900	D	\$ 32.3	45,915	D
Common Stock	04/03/2006	<u>S(1)</u>	3,010	D	\$ 32.32	42,905	D
Common Stock	04/03/2006	<u>S(1)</u>	600	D	\$ 32.33	42,305	D
Common Stock	04/03/2006	<u>S(1)</u>	700	D	\$ 32.5	41,605	D
Common Stock	04/03/2006	<u>S(1)</u>	700	D	\$ 32.55	40,905	D
Common Stock	04/03/2006	<u>S(1)</u>	600	D	\$ 32.57	40,305	D
Common Stock	04/03/2006	<u>S(1)</u>	700	D	\$ 32.68	39,605	D
Common Stock	04/03/2006	<u>S(1)</u>	1,500	D	\$ 32.7	38,105	D
Common Stock	04/03/2006	<u>S(1)</u>	700	D	\$ 32.7354	37,405	D
Common Stock	04/03/2006	<u>S(1)</u>	700	D	\$ 32.74	36,705	D
Common Stock	04/03/2006	<u>S(1)</u>	800	D	\$ 32.75	35,905	D
Common Stock	04/03/2006	<u>S(1)</u>	800	D	\$ 32.79	35,105	D
Common Stock	04/03/2006	<u>S(1)</u>	700	D	\$ 32.85	34,405	D
Common Stock	04/03/2006	<u>S(1)</u>	400	D	\$ 32.9209	34,005	D
Common Stock	04/03/2006	<u>S(1)</u>	480	D	\$ 33.05	33,525	D
	04/03/2006	<u>S(1)</u>	220	D	\$ 33.06	33,305	D

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Common
Stock

Common Stock	04/03/2006	S ⁽¹⁾	700	D	\$ 33.08	32,605	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

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)	
								Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 14.75	04/03/2006		M	6,814	04/27/2005	04/01/2012	Common Stock 6,814
Employee Stock Option	\$ 7.36	04/03/2006		M	1,050	<u>(2)</u>	05/01/2013	Common Stock 1,050
Employee Stock Option	\$ 7.16	04/03/2006		M	1,172	<u>(3)</u>	08/01/2013	Common Stock 1,172
Employee Stock Option	\$ 15.2	04/03/2006		M	1,172	04/27/2005	10/31/2013	Common Stock 1,172
Employee Stock Option	\$ 14.64	04/03/2006		M	1,172	04/27/2005	02/02/2014	Common Stock 1,172
Employee Stock Option	\$ 14.22	04/03/2006		M	760	<u>(4)</u>	04/30/2011	Common Stock 760
Employee Stock	\$ 11.33	04/03/2006		M	1,736	<u>(4)</u>	07/28/2011	Common Stock 1,736

Option

Employee

Stock	\$ 15.5	04/03/2006	M	2,930	04/27/2005	10/25/2011	Common Stock	2,930
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Option

Employee

Stock	\$ 16.66	04/03/2006	M	1,954	04/27/2005	02/03/2012	Common Stock	1,954
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Option

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RICHARD HENRI P
ADVANCED MICRO DEVICES, INC.
ONE AMD PLACE
SUNNYVALE, CA 94088-3453

EVP Chf Sales & Mkt Off

Signatures

Hollis M. O'Brien By Power of
Attorney

04/04/2006

__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).

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 19, 2005.
- (2) The option vests 25% on 5/1/04, then monthly through 5/1/07.
- (3) The option vests 33 1/3% on 5/1/04, then monthly through 5/1/06.
- (4) The option vests 33 1/3% on 4/30/05, then monthly through 4/30/07.

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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