

RICHARD HENRI P

Form 4/A

May 03, 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)
04/28/2006

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

(Street)
SUNNYVALE, CA 94088-3453

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/02/2006

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	(A) or (D)	Price		
Common Stock	04/28/2006		M		4,166	A	\$ 0	37,360	D
Common Stock	04/28/2006		M		8,333	A	\$ 0	45,693	D
Common Stock	04/28/2006		F		5,717	D	\$ 32.35	39,976	D
Common Stock	05/01/2006		M		5,742	A	\$ 14.75	45,718	D
Common Stock	05/01/2006		M		1,050	A	\$ 7.36	46,768	D

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Common Stock	05/01/2006	M	1,172	A	\$ 7.16	47,940	D
Common Stock	05/01/2006	M	1,172	A	\$ 15.2	49,112	D
Common Stock	05/01/2006	M	1,172	A	\$ 14.64	50,284	D
Common Stock	05/01/2006	M	760	A	\$ 14.22	51,044	D
Common Stock	05/01/2006	M	1,736	A	\$ 11.33	52,780	D
Common Stock	05/01/2006	M	2,930	A	\$ 15.5	55,710	D
Common Stock	05/01/2006	M	1,954	A	\$ 16.66	57,664	D
Common Stock	05/01/2006	M	412	A	\$ 14.16	58,076	D
Common Stock	05/01/2006	M	660	A	\$ 14.16	58,736	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	600	D	\$ 32.38	58,136	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	1,600	D	\$ 32.42	56,536	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	900	D	\$ 32.44	55,636	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	800	D	\$ 32.45	54,836	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	800	D	\$ 32.46	54,036	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	1,400	D	\$ 32.47	52,636	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	900	D	\$ 32.48	51,736	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	200	D	\$ 32.4952	51,536	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	2,200	D	\$ 32.52	49,336	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	900	D	\$ 32.54	48,436	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	1,510	D	\$ 32.55	46,926	D
	05/01/2006	<u>S⁽¹⁾</u>	900	D	\$ 32.56	46,026	D

Common
Stock

Common Stock	05/01/2006	<u>S⁽¹⁾</u>	800	D	\$ 32.57	45,226	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	100	D	\$ 32.5765	45,126	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	600	D	\$ 32.58	44,526	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	800	D	\$ 32.6	43,726	D

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

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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	04/28/2006		M	4,166	04/28/2006	04/28/2006	Common Stock	4,166
Restricted Stock Unit	\$ 0	04/28/2006		M	8,333	04/28/2006	04/28/2006	Common Stock	8,333
Employee Stock Option	\$ 14.75	05/01/2006		M	5,742	04/27/2005	04/01/2012	Common Stock	5,742
Employee Stock Option	\$ 7.36	05/01/2006		M	1,050	<u>(2)</u>	05/01/2013	Common Stock	1,050
Employee Stock Option	\$ 7.16	05/01/2006		M	1,172	05/01/2006	08/01/2013	Common Stock	1,172

Employee Stock Option	\$ 15.2	05/01/2006	M	1,172	04/27/2005	10/31/2013	Common Stock	1,172
Employee Stock Option	\$ 14.64	05/01/2006	M	1,172	04/27/2005	02/02/2014	Common Stock	1,172
Employee Stock Option	\$ 14.22	05/01/2006	M	760	<u>(3)</u>	04/30/2011	Common Stock	760
Employee Stock Option	\$ 11.33	05/01/2006	M	1,736	<u>(3)</u>	07/28/2011	Common Stock	1,736
Employee Stock Option	\$ 15.5	05/01/2006	M	2,930	04/27/2005	10/25/2011	Common Stock	2,930
Employee Stock Option	\$ 16.66	05/01/2006	M	1,954	04/27/2005	02/03/2012	Common Stock	1,954
Employee Stock Option	\$ 14.16	05/01/2006	M	412	<u>(4)</u>	04/28/2012	Common Stock	412
Employee Stock Option	\$ 14.16	05/01/2006	M	660	<u>(4)</u>	04/28/2012	Common Stock	660

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

05/02/2006

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.

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- (2) The option vests 25% on 5/1/04, then monthly through 5/1/07.
- (3) The option vests 33 1/3% on 4/30/05, then monthly through 4/30/07.
- (4) The option vests 33 1/3% on 4/28/06, then monthly through 4/28/08.

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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