ADVANCED MICRO DEVICES INC

Form 4

August 26, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **ALLEN RANDY**

2. Issuer Name and Ticker or Trading

Symbol

ADVANCED MICRO DEVICES

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

INC [AMD]

10% Owner __X_ Other (specify Officer (give title

(Month/Day/Year) 08/22/2008

below)

below) SR VP, Computing Solutions

ADVANCED MICRO DEVICES, INC., ONE AMD PLACE

(First)

(Street)

(State)

(Middle)

(Zip)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SUNNYVALE, CA 94088-3453

							1 , — p	,	-,
1.Title of	2. Transaction Date	ction Date 2A. Deemed 3.			ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			d of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)	
							Reported		
					(A)		Transaction(s)		
					or	~ .	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	,		
Common Stock	08/22/2008		M	138	A	\$0	17,681.93	D	
Common Stock	08/22/2008		F	35	D	\$ 5.81	17,646.93	D	

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

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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. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			te	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	08/22/2008		M	45	08/22/2008	04/10/2013	Common Stock	45
Restricted Stock Units	\$ 0	08/22/2008		M	93	08/22/2008	05/04/2013	Common Stock	93

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ALLEN RANDY ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453

SR VP, Computing Solutions

8. In Section (In:

Signatures

Faina Medzonsky By Power of Attorney 08/25/2008

Date

**Signature of Reporting Person

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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