

Su Lisa T
 Form 4
 August 07, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Su Lisa T

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)
 ONE AMD PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/03/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

SUNNYVALE, CA 94085

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	08/03/2017		M		862,510	A	\$ 0
Common Stock	08/03/2017		S		366,405 <u>(1)</u>	D	13.18 <u>(2)</u>
Common Stock							196,544

By
 Grantor
 Retained
 Annuity
 Trust

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- The number of PRSUs that may be earned, if at all, is based on three-year compound annual growth rate milestones related to AMD's closing stock price that may be attained within the Performance Period, with the potential payout levels of PRSUs at 50%, 100%, 150%, 200% and 250% of the target number of PRSUs granted. Any PRSU earned pursuant to the attainment of a performance level will vest and be paid out 50% upon the Compensation Committee's certification of the attainment of the performance level (provided, that no PRSU will vest before the first anniversary of the grant date) and the remaining 50% will vest and be paid out at the end of the Performance Period, subject to the recipient's continuous employment or service through each such vesting date.
- (5) The reported number of securities represents the remaining 50% of the number of shares that will vest at the end of the Performance Period subject to the Reporting Person's continued employment.
- (6)

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.