

Su Lisa T  
Form 4  
August 11, 2017

**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 \*  
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)  
08/09/2017

☒ 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)
Common Stock	08/09/2017		M	196,307	A \$ 0	2,059,452	D
Common Stock	08/10/2017		S	84,813 (1)	D \$ 12.46 (2)	1,974,639	D
Common Stock						196,544	I
							By Grantor Retained Annuity Trust

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Restricted Stock Units	(3)	08/09/2017		M			81,318	(4)	(4)	Common Stock	81,318
Restricted Stock Units	(3)	08/09/2017		M			114,989	(5)	(5)	Common Stock	114,989
Stock Option Grant	\$ 12.83	08/09/2017		A		347,577		(6)	08/09/2024	Common Stock	347,577
RSU Award	(3)	08/09/2017		A		147,928		(7)	(7)	Common Stock	147,928
PRSU Award	(8)	08/09/2017		A		295,857		(9)	(9)	Common Stock	295,857

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Su Lisa T ONE AMD PLACE SUNNYVALE, CA 94085	X		President & CEO	

## Signatures

/s/ Lisa T. Su 08/11/2017

\*\*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) Represents shares automatically sold pursuant to an irrevocable sell to cover election to satisfy tax withholding obligations in connection with the Reporting Person's Restricted Stock Unit ("RSU") vesting.
- Transaction executed in multiple trades at prices ranging from \$12.17 to \$12.92 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of AMD's common stock.
- (3) The RSUs vest 1/3 each on August 9, 2015, 2016 and 2017.
- (4) The RSUs vest 1/3 on each of August 9, 2017, 2018 and 2019.
- (5) The options vest 1/3 on each of August 9, 2018, 2019 and 2020.
- (6) The RSUs vest 1/3 each on August 9, 2018, 2019 and 2020.
- (7) Each performance based restricted stock unit ("PRSU") represents a contingent right to receive one share of AMD's common stock. The number of PRSUs that may be earned is between 0% and 250% of the target number of PRSUs; provided that, the maximum number of PRSUs that may be earned is capped at the number equal to (i) eight times the target value of the PRSU award, divided by (ii) the closing price of the Company's stock on the last day of a three-year performance period ending on August 9, 2020 (the "Performance Period").
- (8) The actual number of PRSUs that may be earned, if at all, is contingent upon the achievement of pre-established performance metrics over the Performance Period. Earned and vested PRSUs will generally be settled on the later of August 15, 2020, or the date following the Compensation Committee's certification of performance.
- (9)

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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