

ADVANCED MICRO DEVICES INC

Form 4

May 31, 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 *
MEYER DERRICK R

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)
05/30/2006

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President & COO

(Street)
SUNNYVALE, CA 94088-3453

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

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	05/30/2006		M		1,000	A	\$ 7.16	62,616	D
Common Stock	05/30/2006		M		1,000	A	\$ 7.36	63,616	D
Common Stock	05/30/2006		M		450	A	\$ 9.72	64,066	D
Common Stock	05/30/2006		M		2,000	A	\$ 11.33	66,066	D
Common Stock	05/30/2006		M		1,300	A	\$ 11.69	67,366	D

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Common Stock 05/30/2006 S⁽¹⁾ 5,750 D \$ 31.3947 61,616 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
Employee Stock Option	\$ 11.69	05/30/2006		M		1,300		04/10/2002	03/26/2008	Common Stock	1,300
Employee Stock Option	\$ 9.72	05/30/2006		M		450		08/15/2002	08/15/2008	Common Stock	450
Employee Stock Option	\$ 7.36	05/30/2006		M		1,000		05/01/2006	05/01/2013	Common Stock	1,000
Employee Stock Option	\$ 7.16	05/30/2006		M		1,000		05/01/2006	08/01/2013	Common Stock	1,000
Employee Stock Option	\$ 11.33	05/30/2006		M		2,000		04/30/2007 ⁽²⁾	07/28/2011	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MEYER DERRICK R ADVANCED MICRO DEVICES, INC.	President & COO

ONE AMD PLACE
SUNNYVALE, CA 94088-3453

Signatures

Derrick R.
Meyer 05/31/2006

____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 January 31, 2006
- (2) This option vests 33 1/3 % on 4/30/2005 then remaining shares vest monthly through 4/30/2007.

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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