

ADVANCED MICRO DEVICES INC

Form 4

March 02, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *
BARNES W MICHAEL

(Last) (First) (Middle)

**ADVANCED MICRO DEVICES,
INC., ONE AMD PLACE**

(Street)

SUNNYVALE, CA 94088-3453

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**ADVANCED MICRO DEVICES
INC [AMD]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	02/28/2006		M		13,020	A	\$ 12.29	15,020	D
Common Stock	02/28/2006		M		980	A	\$ 14.22	16,000	D
Common Stock	02/28/2006		M		3,645	A	\$ 17.34	19,645	D
Common Stock	02/28/2006		M		3,645	A	\$ 22.64	23,290	D
Common Stock	02/28/2006		S		1,700	D	\$ 40.62	21,590	D

Edgar Filing: ADVANCED MICRO DEVICES INC - Form 4

Common Stock	02/28/2006	S	500	D	\$ 40.63	21,090	D
Common Stock	02/28/2006	S	1,400	D	\$ 40.64	19,690	D
Common Stock	02/28/2006	S	2,200	D	\$ 40.65	17,490	D
Common Stock	02/28/2006	S	4,000	D	\$ 40.69	13,490	D
Common Stock	02/28/2006	S	1,900	D	\$ 40.68	11,590	D
Common Stock	02/28/2006	S	600	D	\$ 40.71	10,990	D
Common Stock	02/28/2006	S	1,700	D	\$ 40.72	9,290	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 of Underlying Securities (Instr. 3 and 4)		8. I. Derivative Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Award	\$ 12.29	02/28/2006		M		9,375		<u>(2)</u>	08/02/2014	Common Stock	9,375
Stock Option Award	\$ 12.29	02/28/2006		M		3,645		<u>(1)</u>	08/02/2014	Common Stock	3,645
Stock Option Award	\$ 14.22	02/28/2006		M		980		<u>(1)</u>	04/13/2014	Common Stock	980

Edgar Filing: ADVANCED MICRO DEVICES INC - Form 4

Stock Option Award	\$ 17.34	02/28/2006	M	3,645	<u>(1)</u>	11/01/2014	Common Stock	3,645
Stock Option Award	\$ 22.64	02/28/2006	M	3,645	<u>(1)</u>	12/15/2014	Common Stock	3,645

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES W MICHAEL ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453	X			

Signatures

Hollis M. O'Brien By Power of
Attorney

03/02/2006

__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) This option vests 33 1/3% on 4/30/2005 then monthly through 4/30/2007.
- (2) This option vests 33 1/3% on 10/31/2004 then monthly through 10/31/2006.

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.