WOLIN HARRY A

Form 4

August 18, 2009

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **WOLIN HARRY A**

2. Issuer Name and Ticker or Trading

Issuer

below)

Symbol

ADVANCED MICRO DEVICES INC [AMD]

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner __X_ Other (specify Officer (give title

5. Relationship of Reporting Person(s) to

ADVANCED MICRO DEVICES,

(Street)

(State)

08/15/2009

below) SVP, General Counsel

6. Individual or Joint/Group Filing(Check

INC., ONE AMD PLACE

4. If Amendment, Date Original

(Month/Day/Year)

Applicable Line)

Filed(Month/Day/Year)

(Zip)

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

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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	de (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)		
			G 1 17		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	08/15/2009		M	2,660	Α	\$ 0	80,083	D	
Stock	00/13/2009		171	2,000	А	ψÜ	00,003	D	
Common	08/15/2009		F	703	D	\$	79,380	D	
Stock	00/13/2009		1	703	ט	3.69	19,300	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. Transactio Code (Instr. 8)	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Option Grant	\$ 3.69	08/15/2009		A	37,500		<u>(1)</u>	08/15/2016	Common Stock	37,
RSU Award	\$ 0 (2)	08/15/2009		A	75,000		(3)	08/15/2016	Common Stock	75,
Restricted Stock Units	\$ 0	08/15/2009		M		2,660	08/15/2009	08/15/2014	Common Stock	2,6

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
WOLIN HARRY A							
ADVANCED MICRO DEVICES, INC.				SVP, General			
ONE AMD PLACE				Counsel			
SUNNYVALE, CA 94088-3453							

Signatures

Harry A. Wolin	08/17/2009		
**Signature of	Date		
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).
- (1) This option vests $33 \frac{1}{3}\%$ on $\frac{5}{15}/\frac{2009}{2009}$ then 8.33% quarterly for the next two years.
- (2) Each restricted stock unit respresents a contingent right to receive one share of common stock.
- (3) This award vests 33 1/3% on 8/9/2010 then 33 1/3% annually for the next two years.

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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