

PALMER ROBERT B
Form 4
January 30, 2006

FORM 4

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

OMB APPROVAL

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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 *
PALMER ROBERT B

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

(Street)

SUNNYVALE, CA 94088-3453

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2006

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

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

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 Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	01/26/2006		M			6,250	\$ 8.03	10,250	D
Common Stock	01/26/2006		M			6,250	\$ 6.14	16,500	D
Common Stock	01/26/2006		M			6,250	\$ 7.47	22,750	D
Common Stock	01/26/2006		M			5,555	\$ 7.44	28,305	D
Common Stock	01/26/2006		M			5,555	\$ 7.3	33,860	D

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Common Stock	01/26/2006	M	30,000	A	\$ 8.25	63,860	D
Common Stock	01/30/2006	M	3,000	A	\$ 9.84	66,860	D
Common Stock	01/26/2006	M	6,250	A	\$ 11.18	73,110	D
Common Stock	01/26/2006	S	36,000	D	\$ 39.8761	37,110	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
Stock Option Grant	\$ 8.25	01/26/2006		M	30,000	07/15/2003 04/29/2009	Common Stock	30,000	
Stock Option Grant	\$ 9.84	01/26/2006		M	3,000	04/30/2004 10/31/2011	Common Stock	3,000	
Stock Option Grant	\$ 11.18	01/26/2006		M	6,250	04/30/2005 04/30/2012	Common Stock	6,250	
Stock Option Grant	\$ 8.03	01/26/2006		M	6,250	04/30/2005 07/31/2012	Common Stock	6,250	
Stock Option Grant	\$ 6.14	01/26/2006		M	6,250	04/30/2005 10/31/2012	Common Stock	6,250	
Stock Option	\$ 7.47	01/26/2006		M	6,250	04/30/2005 12/16/2012	Common Stock	6,250	

Grant									
Stock Option Grant	\$ 7.44	01/26/2006	M	5,555	<u>(1)</u>	04/30/2013	Common Stock	5,555	
Stock Option Grant	\$ 7.3	01/26/2006	M	5,555	<u>(1)</u>	07/31/2013	Common Stock	5,555	

Reporting Owners

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

Signatures

Hollis M. O'Brien By Power of Attorney	01/30/2006
**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 04/30/2004 then remaining shares vest monthly through 04/30/2006.

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.