

ADVANCED MICRO DEVICES INC
 Form 4
 May 02, 2006

FORM 4

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

OMB APPROVAL

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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 *
RICHARD HENRI P

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/28/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Chf Sales & Mkt Off

SUNNYVALE, CA 94088-3453

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 Ownership: Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/28/2006		M		4,166	A	\$ 0	37,360	D	
Common Stock	04/28/2006		M		8,333	A	\$ 0	45,693	D	
Common Stock	04/28/2006		F		5,717	D	\$ 32.35	39,976	D	
Common Stock	05/01/2006		M		5,742	A	\$ 14.75	45,718	D	
Common Stock	05/01/2006		M		1,050	A	\$ 7.36	46,768	D	

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Common Stock	05/01/2006	M	1,172	A	\$ 7.16	47,940	D
Common Stock	05/01/2006	M	1,172	A	\$ 15.2	49,112	D
Common Stock	05/01/2006	M	1,172	A	\$ 14.64	50,284	D
Common Stock	05/01/2006	M	760	A	\$ 14.22	51,044	D
Common Stock	05/01/2006	M	1,736	A	\$ 11.33	52,780	D
Common Stock	05/01/2006	M	2,930	A	\$ 15.5	55,710	D
Common Stock	05/01/2006	M	1,954	A	\$ 16.66	57,664	D
Common Stock	05/01/2006	M	412	A	\$ 14.16	58,076	D
Common Stock	05/01/2006	M	660	A	\$ 14.16	58,736	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	600	D	\$ 32.38	58,136	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	1,600	D	\$ 32.42	56,536	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	900	D	\$ 32.44	55,636	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	800	D	\$ 32.45	54,836	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	800	D	\$ 32.46	54,036	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	1,400	D	\$ 32.47	52,636	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	900	D	\$ 32.48	51,736	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	200	D	\$ 32.4952	51,536	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	2,200	D	\$ 32.52	49,336	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	900	D	\$ 32.54	48,436	D
Common Stock	05/01/2006	<u>S⁽¹⁾</u>	1,510	D	\$ 32.55	46,926	D
	05/01/2006	<u>S⁽¹⁾</u>	900	D	\$ 32.56	46,026	D

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Common Stock							
Common Stock	05/01/2006	S ⁽¹⁾	800	D	\$ 32.57	45,226	D
Common Stock	05/01/2006	S ⁽¹⁾	100	D	\$ 32.5765	45,126	D
Common Stock	05/01/2006	S ⁽¹⁾	600	D	\$ 32.58	44,526	D
Common Stock	05/01/2006	S ⁽¹⁾	800	D	\$ 32.6	43,726	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 (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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Restricted Stock Unit	\$ 0	04/28/2006		M	4,166	04/28/2006	04/28/2006	Common Stock	4,166
Restricted Stock Unit	\$ 0	04/28/2006		M	8,333	04/28/2006	04/28/2006	Common Stock	8,333
Employee Stock Option	\$ 14.75	05/01/2006		M	5,742	04/27/2005	04/01/2012	Common Stock	5,742
Employee Stock Option	\$ 7.36	05/01/2006		M	1,050	⁽²⁾	05/01/2013	Common Stock	1,050
Employee Stock Option	\$ 7.16	05/01/2006		M	1,172	05/01/2006	08/01/2013	Common Stock	1,172

Employee Stock Option	\$ 15.2	05/01/2006	M	1,172	04/27/2005	10/31/2013	Common Stock	1,172
Employee Stock Option	\$ 14.64	05/01/2006	M	1,172	04/27/2005	02/02/2014	Common Stock	1,172
Employee Stock Option	\$ 14.22	05/01/2006	M	760	(3)	04/30/2011	Common Stock	760
Employee Stock Option	\$ 11.33	05/01/2006	M	1,736	(3)	07/28/2011	Common Stock	1,736
Employee Stock Option	\$ 15.5	05/01/2006	M	2,930	04/27/2005	10/25/2011	Common Stock	2,930
Employee Stock Option	\$ 16.66	05/01/2006	M	1,954	04/27/2005	02/03/2012	Common Stock	1,954
Employee Stock Option	\$ 14.16	05/01/2006	M	412	(4)	04/28/2012	Common Stock	412
Employee Stock Option	\$ 14.16	05/01/2006	M	660	(4)	04/28/2012	Common Stock	660

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHARD HENRI P ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453			EVP Chf Sales & Mkt Off	

Signatures

Attorney

By Power of _____ 05/02/2006

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 19, 2005.

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- (2) The option vests 25% on 5/1/04, then monthly through 5/1/07.
- (3) The option vests 33 1/3% on 4/30/05, then monthly through 4/30/07.
- (4) The option vests 33 1/3% on 4/28/06, then monthly through 4/28/08.

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.