ADVANCED MICRO DEVICES INC

Form 5

January 15, 2003

_ Check this box if no

Form 4 or Form 5

See Instruction 1(b).

Form 3 Holdings

Form 4 Transactions

Reported

Reported

FORM 5

longer subject to Section 16.

obligations may continue.

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

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10%							
of Reporting F if an entity (vo	Person, oluntary)	mber	Month/	Year 2	Owner X Officer (give title below) Other (specify below) Chairman					
1100	ecquir cu		Date of	f Original n/Year)	(Chec X For For	ck Applicable rm filed by On rm filed by Mo	Line) e Reporting Person			
Table I	Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
	(A) or Disp	osed o	f (D)	Securities Beneficially		ship Form:	7. Nature of Indirect Beneficial			
	Amount	(A) or (D)	Titee	Issuer's		` '	Ownership (Instr. 4)			
G	1,000	D	\$6.62							
G	1,000	D	\$6.62							
G	100	D	\$6.62	524	,812	D				
	Advanced Mi 3. I.R.S. Identi of Reporting F if an entity (vo. Not 1 Table I 3. Trans- action Code (Instr. 8) G	3. I.R.S. Identification Nu of Reporting Person, if an entity (voluntary) Not Required Table I Non-Det 3. Trans-4. Securitie action Code (A) or Disp (Instr. 8) (Instr. 3, 4) Amount G 1,000 G 1,000	Advanced Micro Devices, Inc. of Reporting Person, if an entity (voluntary) Not Required Table I Non-Derivative 3. Trans- action Code (Instr. 8) (Instr. 8) Amount (A) or (D) G 1,000 D G 1,000 D	Advanced Micro Devices, Inc. "AMD" 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) Not Required Table I Non-Derivative Securi 3. Trans-action Code (A) or Disposed of (D) (Instr. 8) Amount (A) Price or (D) G 1,000 D \$6.62	Advanced Micro Devices, Inc. "AMD" 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) Not Required Table I Non-Derivative Securities Acquired, Distaction Code (A) or Disposed of (D) (Instr. 8) Amount (A) Price Owned at End of Issuer's Fiscal year (Instr. 3 & 4) G 1,000 D \$6.62	Advanced Micro Devices, Inc. "AMD" 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) Not Required Table I Non-Derivative Securities Acquired, Dispose action Code (A) or Disposed of (D) (Instr. 3, 4 & 5) Amount (A) Price or (D) Fiscal year (Instr. 3 & 4) G 1,000 D \$6.62	Advanced Micro Devices, Inc. "AMD" 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) Not Required 5. If Amendment, Date of Original (Month/Year) 4. Securities Acquired, Disposed of, or Beneficially Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially 3. Transaction Code (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 & 5) Amount (A) Owner-ship Form: Direct (D) or (D) Frice Owned at End of Issuer's Fiscal year (Instr. 3 & 4) G 1,000 D \$6.62			

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

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FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

I	1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number	10.	11. Nature
ı	Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	of	Owner-	of Indirect
ŀ	Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Derivative	ship	Beneficial
		Price of	Date	Date,	Code	Derivati	(MeIonth/Day/	Securities	(Instr. 5)	Securities	Form	Ownership
	(Instr. 3)	Derivative		if any		Securiti	¥ear)	(Instr. 3 & 4)		Beneficially	of Deriv-	(Instr. 4)

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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I	Security	(Month/	(Month/	(Instr.	Acq	uire	d				Owned	ative	
		Day/	Day/	8)	(A)						at End of	Security:	
		Year)	Year)		Dist	ose	d				Year	Direct	
					of (I	O)					(Instr. 4)	(D)	
												or	
					(Ins	tr.						Indirect	
					3, 4	&						(I)	
					5)							(Instr. 4)	
					(A)	(D)	Date	Expira-	Title	Amount			
							Exer-cisable	tion		or			
								Date		Number			
										of			
										Shares			

Explanation of Responses:

(1) The reporting person disclaims beneficial ownership of all securities held by custodian for duaghter and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

By: /s/ W. J. Sanders III

01/14/03

Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).