

ADVANCED MICRO DEVICES INC
Form DEFR14A
March 25, 2005

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. 1)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by § 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

ADVANCED MICRO DEVICES, INC.

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(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No Fee Required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by Registration Statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:

The Registrant's definitive proxy statement filed with the Securities and Exchange Commission on March 3, 2005 is hereby amended to restate the 2004 information under the Summary Compensation Table relating to Henri Richard, the Registrant's Executive Vice President, Worldwide Sales and Marketing, to reflect that in 2004, Mr. Richard earned an additional \$43,179 in bonus compensation:

| (a) | Annual Compensation | | | Long-Term Compensation | | | | | |
|---|---------------------|------------|------------|---------------------------|--------------------------------|-----------------------------------|--------------|------------------------|-----|
| | (b) | (c) | (d) | (e) | Awards | | Payouts | | (i) |
| | | | | | (f) | (g) | (h) | (i) | |
| Name and Principal Position | Year | Salary | Bonus | Other Annual Compensation | Restricted Stock Award(s) (\$) | Securities Underlying Options (#) | LTIP Payouts | All Other Compensation | |
| Henri Richard Executive Vice President, Worldwide Sales and Marketing | 2004 | \$ 466,439 | \$ 417,001 | \$ 25,763 | 0 | 112,500 | \$ 0 | \$ 11,270 | |