

ADVANCED MICRO DEVICES INC

Form 4

July 24, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
**READ RORY 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**3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/22/2013**☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**President and CEO**(Street)  
**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 (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Grant	\$ 3.9	07/22/2013	A		976,797		(1)	07/22/2020	Common Stock	976,797
RSU Award	(2)	07/22/2013	A		406,250		(3)	07/22/2020	Common Stock	406,250
PRSU Award	(4)	07/22/2013	A		812,500		(5)	(5)	Common Stock	812,500 (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
READ RORY P ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453	X		President and CEO	

## Signatures

Faina Roeder By Power of  
Attorney

07/24/2013

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 June 17, 2014 and 8.33% per quarter over the next eight quarters.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (3) This award vests 1/3 on each of August 9, 2014, August 9, 2015 and August 9, 2016.

- Each PRSU represents a contingent right to receive between 0% and 200% of one share of common stock. The resulting number of shares acquired upon vesting of the PRSU is contingent upon the Company achieving certain pre-established target levels of Non-GAAP operating income plus interest expense over an 18-month performance period commencing on July 1, 2013 and ending on December 31, 2014 (Performance Period), with the initial maximum number of PRSUs that may be earned being equal to 160% of the initial target PRSUs and the initial minimum number of PRSUs that may be earned being equal to zero. Once the initial PRSU award amount is determined, the PRSUs will then be subject to adjustment based upon the Company's total shareholder return (TSR) relative to the TSR of the S&P 500 IT Sector over the Performance Period, with a maximum negative adjustment of 25% at the 25th percentile, no adjustment at the 50th percentile and a maximum positive adjustment of 125% at the 75th percentile.
- (4)
  - (5) The reported number of securities represent the initial target number of PRSUs that may be earned based upon the Company achieving certain pre-established target levels of Non-GAAP operating income plus interest expense over an 18-month performance period commencing on July 1, 2013 and ending on December 31, 2014 (Performance Period), with the initial maximum number of PRSUs that may be earned being equal to 160% of the initial target PRSUs and the initial minimum number of PRSUs that may be earned being equal

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to zero. Once the initial PRSU award amount is determined, the PRSUs will then be subject to adjustment based upon a second metric, the Company's total shareholder return (TSR) relative to the TSR of the S&P 500 IT Sector over the Performance Period, with a maximum negative adjustment of 25% at the 25th percentile, no adjustment at the 50th percentile and a maximum positive adjustment of 125% at the 75th percentile.

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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