

ADVANCED MICRO DEVICES INC
Form 4
April 05, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MEYER DERRICK R

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)
04/03/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

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 or Price		
Common Stock	04/03/2006		M		4,300 A \$ 11.69	67,991	D
Common Stock	04/03/2006		M		450 A \$ 9.72	68,441	D
Common Stock	04/03/2006		M		5,000 A \$ 12.4	73,441	D
Common Stock	04/03/2006		M		1,000 A \$ 7.36	74,441	D
Common Stock	04/03/2006		M		1,000 A \$ 7.16	75,441	D

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Common Stock	04/03/2006	M	2,000	A	\$ 11.33	77,441	D
Common Stock	04/03/2006	S ⁽¹⁾	4,500	D	\$ 33.07	72,941	D
Common Stock	04/03/2006	S ⁽¹⁾	936	D	\$ 32.9	72,005	D
Common Stock	04/03/2006	S ⁽¹⁾	2,738	D	\$ 32.81	69,267	D
Common Stock	04/03/2006	S ⁽¹⁾	1,072	D	\$ 32.6	68,195	D
Common Stock	04/03/2006	S ⁽¹⁾	331	D	\$ 32.58	67,864	D
Common Stock	04/03/2006	S ⁽¹⁾	930	D	\$ 32.5	66,934	D
Common Stock	04/03/2006	S ⁽¹⁾	933	D	\$ 32.33	66,001	D
Common Stock	04/03/2006	S ⁽¹⁾	935	D	\$ 32.31	65,066	D

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

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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 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
Employee Stock Option	\$ 11.69	04/03/2006		M	1,300	04/10/2002	03/26/2008	Common Stock	1,300
Employee Stock	\$ 9.72	04/03/2006		M	450	08/15/2002	08/15/2008	Common Stock	450

Option									
Employee									
Stock	\$ 12.4	04/03/2006	M	5,000	11/08/2003	11/08/2011	Common	5,000	
Option							Stock		
Employee									
Stock	\$ 11.69	04/03/2006	M	3,000	(2)	04/24/2012	Common	3,000	
Option							Stock		
Employee									
Stock	\$ 7.36	04/03/2006	M	1,000	(3)	05/01/2013	Common	1,000	
Option							Stock		
Employee									
Stock	\$ 7.16	04/03/2006	M	1,000	(3)	08/01/2013	Common	1,000	
Option							Stock		
Employee									
Stock	\$ 11.33	04/03/2006	M	2,000	(4)	07/28/2011	Common	2,000	
Option							Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEYER DERRICK R ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453			President & COO	

Signatures

D. Meyer 04/04/2006

**Signature of Date
Reporting Person

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 January 31, 2006
- (2) This option vests 25% on 4/25/2003 then remaining shares vest monthly through 4/25/2006.
- (3) This option vests 33 1/3% on 5/1/2004 then remaining shares vest monthly through 5/1/2006.
- (4) This option vests 33 1/3 % on 4/30/2005 then remaining shares vest monthly through 4/30/2007.

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.