

WOLIN HARRY A
Form 4
July 29, 2009

FORM 4

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

OMB APPROVAL

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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 *
WOLIN HARRY A

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)
07/27/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel

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 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 Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities | | (Month/Day/Year) | | (Instr. 3 and 4) | | |
|-----------------------------|---|-------------------------|--------------------|--|-------|---------------------|--------------------|------------------|-------------------------------------|--------|
| | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | Code | V | (A) | (D) | | | | |
| Employee Stock Option | \$ 15.5 | 07/27/2009 | D | | | 8,750 | (1) | 10/25/2011 | Common Stock | 8,750 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | | 1,750 | | (3) | 10/25/2011 | Common Stock | 1,750 |
| Employee Stock Option | \$ 16.66 | 07/27/2009 | D | | | 8,750 | (1) | 02/03/2012 | Common Stock | 8,750 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | | 795 | | (3) | 02/03/2012 | Common Stock | 795 |
| Employee Stock Option | \$ 14.16 | 07/27/2009 | D | | | 12,283 | (5) | 04/28/2012 | Common Stock | 12,283 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | | 2,456 | | (3) | 04/28/2012 | Common Stock | 2,456 |
| Employee Stock Option | \$ 20.1 | 07/27/2009 | D | | | 12,283 | (5) | 07/27/2012 | Common Stock | 12,283 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | | 1,116 | | (3) | 07/27/2012 | Common Stock | 1,116 |
| Employee Stock Option | \$ 33.95 | 07/27/2009 | D | | | 8,750 | (8) | 05/04/2013 | Common Stock | 8,750 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | | 795 | | (3) | 05/04/2013 | Common Stock | 795 |
| Employee Stock Option | \$ 17.81 | 07/27/2009 | D | | | 8,750 | (8) | 07/25/2013 | Common Stock | 8,750 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | | 795 | | (3) | 07/25/2013 | Common Stock | 795 |
| | \$ 20.32 | 07/27/2009 | D | | | 8,750 | (8) | 10/24/2013 | | 8,750 |

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| | | | | | | | | | |
|-----------------------|----------|------------|---|--------|------|------------|--|--------------|--------|
| Employee Stock Option | | | | | | | | Common Stock | |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 795 | (3) | 10/24/2013 | | Common Stock | 795 |
| Employee Stock Option | \$ 14.83 | 07/27/2009 | D | 8,750 | (12) | 02/15/2014 | | Common Stock | 8,750 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 1,750 | (3) | 02/15/2014 | | Common Stock | 1,750 |
| Employee Stock Option | \$ 15.4 | 07/27/2009 | D | 10,000 | (14) | 05/15/2014 | | Common Stock | 10,000 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 1,334 | (3) | 05/15/2014 | | Common Stock | 1,334 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 666 | (16) | 05/15/2014 | | Common Stock | 666 |
| Employee Stock Option | \$ 11.95 | 07/27/2009 | D | 10,000 | (14) | 08/15/2014 | | Common Stock | 10,000 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 1,334 | (3) | 08/15/2014 | | Common Stock | 1,334 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 666 | (16) | 08/15/2014 | | Common Stock | 666 |
| Employee Stock Option | \$ 12.7 | 07/27/2009 | D | 10,000 | (14) | 11/15/2014 | | Common Stock | 10,000 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 1,334 | (3) | 11/15/2014 | | Common Stock | 1,334 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 666 | (16) | 11/15/2014 | | Common Stock | 666 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

WOLIN HARRY A
 ADVANCED MICRO DEVICES, INC.
 ONE AMD PLACE
 SUNNYVALE, CA 94088-3453

SVP, General Counsel

Signatures

/s/ Faina Medzonsky By Power of
 Attorney

07/29/2009

**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 option provided for vesting as follows: 100% on 4/27/2005.
 On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 8,750 shares of common stock granted to the reporting person on 10/25/2004. In exchange, the reporting person received a replacement option, for 1,750 shares, having an exercise price of \$3.80 per share.
- (2) The option vests 100% on July 27, 2010.
 On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 8,750 shares of common stock granted to the reporting person on 2/03/2005. In exchange, the reporting person received a replacement option, for 795 shares, having an exercise price of \$3.80 per share.
- (3) The option provided for vesting as follows: 25% on 4/28/2006 then monthly through 4/28/2009.
 On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 12,283 shares of common stock granted to the reporting person on 4/28/2005. In exchange, the reporting person received a replacement option, for 2,456 shares, having an exercise price of \$3.80 per share.
- (4) The option provided for vesting as follows: 25% on 4/28/2006 then monthly through 4/28/2009.
 On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 12,283 shares of common stock granted to the reporting person on 7/27/2005. In exchange, the reporting person received a replacement option, for 1,116 shares, having an exercise price of \$3.80 per share.
- (5) The option provided for vesting as follows: 33 1/3% on 5/04/2007 then monthly through 5/04/2009.
 On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 8,750 shares of common stock granted to the reporting person on 5/4/2006. In exchange, the reporting person received a replacement option, for 795 shares, having an exercise price of \$3.80 per share.
- (6) The option provided for vesting as follows: 33 1/3% on 5/04/2007 then monthly through 5/04/2009.
 On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 8,750 shares of common stock granted to the reporting person on 7/25/2006. In exchange, the reporting person received a replacement option, for 795 shares, having an exercise price of \$3.80 per share.
- (7) The option provided for vesting as follows: 33 1/3% on 5/04/2007 then monthly through 5/04/2009.
 On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 8,750 shares of common stock granted to the reporting person on 10/24/2006. In exchange, the reporting person received a replacement option, for 795 shares, having an exercise price of \$3.80 per share.
- (8) The option provided for vesting as follows: 33 1/3% on 5/4/2007 then 2.7779% monthly for the next two years.
 On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 8,750 shares of common stock granted to the reporting person on 2/15/2007. In exchange, the reporting person received a replacement option, for 1,750 shares, having an exercise price of \$3.80 per share.
- (9) The option provided for vesting as follows: 33 1/3% on 5/15/2008 then 8.33% quarterly for the next two years.
 On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 6,666 shares of common stock granted to the reporting person on 5/15/2007. In exchange, the reporting person received a replacement option, for 1,334 shares, having an exercise price of \$3.80 per share.
- (10) The option vests as follows: 50% on 7/27/2010 and 50% on 7/27/2011.

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- (17) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 3,334 shares of common stock granted to the reporting person on 5/15/2007. In exchange, the reporting person received a replacement option, for 666 shares, having an exercise price of \$3.80.
- (18) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 6,666 shares of common stock granted to the reporting person on 8/15/2007. In exchange, the reporting person received a replacement option, for 1,334 shares, having an exercise price of \$3.80 per share.
- (19) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 3,334 shares of common stock granted to the reporting person on 8/15/2007. In exchange, the reporting person received a replacement option, for 666 shares, having an exercise price of \$3.80.
- (20) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 6,666 shares of common stock granted to the reporting person on 11/15/2007. In exchange, the reporting person received a replacement option, for 1,334 shares, having an exercise price of \$3.80 per share.
- (21) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 3,334 shares of common stock granted to the reporting person on 11/15/2007. In exchange, the reporting person received a replacement option, for 666 shares, having an exercise price of \$3.80.

Remarks:

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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.