WOLIN HARRY A

Form 4

August 11, 2017

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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) ONE AMD PLACE	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2017	_____ Director　　　_____ 10% Owner __X__ Officer (give title _____ Other (specify below)　　　below) SVP & GC
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
SUNNYVALE, CA 94085		
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/09/2017		M		51,068	A	$ 0	945,048	D	
Common Stock	08/10/2017		S(1)		22,065	D	$ 12.46 (2)	922,983	D	

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

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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	08/09/2017		M		26,428		(4)	(4)	Common Stock	26,4
Restricted Stock Units	(3)	08/09/2017		M		24,640		(5)	(5)	Common Stock	24,6
Stock Option Grant	$ 12.83	08/09/2017		A		65,170		(6)	08/09/2024	Common Stock	65,
RSU Award	(3)	08/09/2017		A		27,736		(7)	(7)	Common Stock	27,
PRSU Award	(8)	08/09/2017		A		55,473		(9)	(9)	Common Stock	55,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLIN HARRY A ONE AMD PLACE SUNNYVALE, CA 94085			SVP & GC	

Signatures

/s/ Harry Wolin	08/11/2017
**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) Represents shares automatically sold pursuant to an irrevocable sell to cover election to satisfy tax withholding obligations in connection with the Reporting Person's Restricted Stock Unit ("RSU") vesting.

(2) Transaction executed in multiple trades at prices ranging from $12.17 to $12.92 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range

set forth in this footnote.

(3) Each RSU represents a contingent right to receive one share of common stock.

(4) The RSUs vest 1/3 each on August 9, 2015, 2016 and 2017.

(5) The RSUs vest 1/3 on each of August 9, 2017, 2018 and 2019.

(6) The options vest 1/3 on each of August 9, 2018, 2019 and 2020.

(7) The RSUs vest 1/3 each on August 9, 2018, 2019 and 2020.

(8) Each performance based restricted stock unit ("PRSU") represents a contingent right to receive one share of AMD's common stock. The number of PRSUs that may be earned is between 0% and 250% of the target number of PRSUs; provided that, the maximum number of PRSUs that may be earned is capped at the number equal to (i) eight times the target value of the PRSU award, divided by (ii) the closing price of the Company's stock on the last day of a three-year performance period ending on August 9, 2020 (the "Performance Period").

(9) The actual number of PRSUs that may be earned, if at all, is contingent upon the achievement of pre-established performance metrics over the Performance Period. Earned and vested PRSUs will generally be settled on the later of August 15, 2020, or the date following the Compensation Committee's certification of performance.

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.

Explanation of Responses: 3