

ADVANCED MICRO DEVICES INC

Form 4

March 02, 2006

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARNES W MICHAEL

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)
02/28/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

SUNNYVALE, CA 94088-3453

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/28/2006		M		13,020	A	\$ 12.29	15,020	D
Common Stock	02/28/2006		M		980	A	\$ 14.22	16,000	D
Common Stock	02/28/2006		M		3,645	A	\$ 17.34	19,645	D
Common Stock	02/28/2006		M		3,645	A	\$ 22.64	23,290	D
Common Stock	02/28/2006		S		1,700	D	\$ 40.62	21,590	D

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Common Stock	02/28/2006	S	500	D	\$ 40.63	21,090	D
Common Stock	02/28/2006	S	1,400	D	\$ 40.64	19,690	D
Common Stock	02/28/2006	S	2,200	D	\$ 40.65	17,490	D
Common Stock	02/28/2006	S	4,000	D	\$ 40.69	13,490	D
Common Stock	02/28/2006	S	1,900	D	\$ 40.68	11,590	D
Common Stock	02/28/2006	S	600	D	\$ 40.71	10,990	D
Common Stock	02/28/2006	S	1,700	D	\$ 40.72	9,290	D

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

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(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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Award	\$ 12.29	02/28/2006		M		9,375		<u>(2)</u>	08/02/2014	Common Stock	9,375
Stock Option Award	\$ 12.29	02/28/2006		M		3,645		<u>(1)</u>	08/02/2014	Common Stock	3,645
Stock Option Award	\$ 14.22	02/28/2006		M		980		<u>(1)</u>	04/13/2014	Common Stock	980

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Stock Option Award	\$ 17.34	02/28/2006	M	3,645	<u>(1)</u>	11/01/2014	Common Stock	3,645
Stock Option Award	\$ 22.64	02/28/2006	M	3,645	<u>(1)</u>	12/15/2014	Common Stock	3,645

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES W MICHAEL ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453	X			

Signatures

Hollis M. O'Brien By Power of
Attorney

03/02/2006

__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 4/30/2005 then monthly through 4/30/2007.
- (2) This option vests 33 1/3% on 10/31/2004 then monthly through 10/31/2006.

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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