

TOPFER MORTON L

Form 4

May 03, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TOPFER MORTON L

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)
05/01/2006

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

(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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/01/2006		M		6,250	A \$ 14.32	31,250	D	
Common Stock	05/01/2006		M		6,250	A \$ 20.5	37,500	D	
Common Stock	05/01/2006		M		6,250	A \$ 23.22	43,750	D	
Common Stock	05/01/2006		M		6,250	A \$ 27.9	50,000	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stk Option Award	\$ 14.32	05/01/2006		M	4,167	<u>(1)</u>	05/02/2015	Common Stock	4,167
Stk Option Award	\$ 14.32	05/01/2006		M	2,083	<u>(1)</u>	05/02/2015	Common Stock	2,083
Stk Option Award	\$ 20.05	05/01/2006		M	4,167	<u>(1)</u>	08/01/2015	Common Stock	4,167
Stk Option Award	\$ 20.05	05/01/2006		M	2,083	<u>(1)</u>	08/01/2015	Common Stock	2,083
Stk Option Award	\$ 23.22	05/01/2006		M	4,167	<u>(1)</u>	10/31/2015	Common Stock	4,167
Stk Option Award	\$ 23.22	05/01/2006		M	2,083	<u>(1)</u>	10/31/2015	Common Stock	2,083
Stk Option Award	\$ 27.9	05/01/2006		M	4,167	<u>(1)</u>	12/15/2015	Common Stock	4,167
Stk Option Award	\$ 27.9	05/01/2006		M	2,083	<u>(1)</u>	12/15/2015	Common Stock	2,083

Reporting Owners

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

Signatures

Morton L.
Topfer
05/02/2006

**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 4/30/2006 then remaining shares vest monthly through 4/30/2008.

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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