

ANDERSON JAMES ROBERT

Form 4

August 13, 2018

**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 \*  
ANDERSON JAMES ROBERT

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)  
2485 AUGUSTINE DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/09/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP & GM, CG

SANTA CLARA, CA 95054

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock                       | 08/09/2018                              |                                                             | M                                    |                                                                         | 45,181                                                                                                             | A \$ 0                                                               | 355,577 D                                                         |
| Common<br>Stock                       | 08/10/2018                              |                                                             | S                                    |                                                                         | 22,687<br>(1)                                                                                                      | D \$<br>19.14                                                        | 332,890 D                                                         |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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**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 Security (Instr. 3 and 4) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                            | Expiration Date | Title        | Amount or Number of Shares |
| Restricted Stock Units                     | (2)                                                    | 08/09/2018                           |                                                    | M                              |                                                                                         | 32,854                                                   | (3) | (3)                                                         |                 | Common Stock | 32,854                     |
| Restricted Stock Units                     | (2)                                                    | 08/09/2018                           |                                                    | M                              |                                                                                         | 12,327                                                   | (4) | (4)                                                         |                 | Common Stock | 12,327                     |
| Stock Option Grant                         | \$ 19.1                                                | 08/09/2018                           |                                                    | A                              |                                                                                         | 73,849                                                   | (5) | 08/09/2025                                                  |                 | Common Stock | 73,849                     |
| RSU Award                                  | (2)                                                    | 08/09/2018                           |                                                    | A                              |                                                                                         | 30,558                                                   | (6) | (6)                                                         |                 | Common Stock | 30,558                     |
| PRSU Award                                 | (7)                                                    | 08/09/2018                           |                                                    | A                              |                                                                                         | 61,117                                                   | (8) | (8)                                                         |                 | Common Stock | 61,117                     |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships                    |
|------------------------------------------------------------------------|----------------------------------|
|                                                                        | Director 10% Owner Officer Other |
| ANDERSON JAMES ROBERT<br>2485 AUGUSTINE DRIVE<br>SANTA CLARA, CA 95054 | SVP & GM, CG                     |

## Signatures

/s/Linda Lam by Power of Attorney for James Robert Anderson 08/13/2018

\*\*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) Each RSU represents a contingent right to receive one share of AMD's common stock.
- (3) The RSUs vest 1/3 on each of August 9, 2017, 2018 and 2019.

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- (4) The RSUs vest 1/3 on each of August 9, 2018, 2019 and 2020.
- (5) The options vest 1/3 on each of August 9, 2019, 2020 and 2021.
- (6) The RSUs vest 1/3 on each of August 9, 2019, 2020 and 2021.

Each performance based restricted stock unit ("PRSU") represents a contingent right to receive one share of AMD's common stock.

Between 0% and 250% of the target number of PRSUs may be earned depending on (a) the return on AMD's stock price relative to the return on the S&P 500 Index over the performance period (Performance Period) that begins August 9, 2018 and ends on August 9, 2021,

- (7) (b) the absolute return on AMD's stock price over the Performance Period, and (c) AMD's non-GAAP earnings per share growth from its 2018 to 2020 fiscal years. Notwithstanding, the maximum number of PRSUs that may be earned is limited to (x) eight times the target value of the PRSU award, divided by (y) the closing price of AMD's stock on the last day of the Performance Period. Vesting of any earned PRSUs is generally subject to the Reporting Person's continued employment and/or service with AMD through August 9, 2021.

The actual number of PRSUs that may be earned, if at all, will be determined by the Compensation and Leadership Resources Committee

- (8) ("CLRC") based on AMD's actual performance with respect to the performance vesting conditions described in footnote 7, above. Earned and vested PRSUs will generally be settled on the later of August 16, 2021 or the date following the CLRC's determination 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.

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