

RICHARD HENRI F

Form 4

February 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 *
RICHARD HENRI F

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)
02/01/2006

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP Chf Sales & Mkt Off

(Street)
SUNNYVALE, CA 94088-3453

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 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	02/01/2006		M		6,814	A	\$ 14.75	28,169	D
Common Stock	02/01/2006		M		1,050	A	\$ 7.36	29,219	D
Common Stock	02/01/2006		M		1,172	A	\$ 7.16	30,391	D
Common Stock	02/01/2006		M		1,172	A	\$ 15.2	31,563	D
Common Stock	02/01/2006		M		1,172	A	\$ 14.64	32,735	D

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Common Stock	02/01/2006	M	760	A	\$ 14.22	33,495	D
Common Stock	02/01/2006	M	1,736	A	\$ 11.33	35,231	D
Common Stock	02/01/2006	M	2,930	A	\$ 15.5	38,161	D
Common Stock	02/01/2006	M	1,954	A	\$ 16.66	40,115	D
Common Stock	02/01/2006	<u>S(1)</u>	800	D	\$ 40.55	39,315	D
Common Stock	02/01/2006	<u>S(1)</u>	100	D	\$ 40.56	39,215	D
Common Stock	02/01/2006	<u>S(1)</u>	700	D	\$ 40.58	38,515	D
Common Stock	02/01/2006	<u>S(1)</u>	800	D	\$ 40.6	37,715	D
Common Stock	02/01/2006	<u>S(1)</u>	700	D	\$ 40.66	37,015	D
Common Stock	02/01/2006	<u>S(1)</u>	600	D	\$ 40.67	36,415	D
Common Stock	02/01/2006	<u>S(1)</u>	700	D	\$ 40.7137	35,715	D
Common Stock	02/01/2006	<u>S(1)</u>	800	D	\$ 40.82	34,915	D
Common Stock	02/01/2006	<u>S(1)</u>	900	D	\$ 40.84	34,015	D
Common Stock	02/01/2006	<u>S(1)</u>	700	D	\$ 40.8438	33,315	D
Common Stock	02/01/2006	<u>S(1)</u>	700	D	\$ 40.93	32,615	D
Common Stock	02/01/2006	<u>S(1)</u>	600	D	\$ 40.95	32,015	D
Common Stock	02/01/2006	<u>S(1)</u>	700	D	\$ 40.97	31,315	D
Common Stock	02/01/2006	<u>S(1)</u>	700	D	\$ 41.1	30,615	D
Common Stock	02/01/2006	<u>S(1)</u>	700	D	\$ 41.19	29,915	D
Common Stock	02/01/2006	<u>S(1)</u>	700	D	\$ 41.2	29,215	D
	02/01/2006	<u>S(1)</u>	500	D		28,715	D

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Common Stock					\$ 41.2505		
Common Stock	02/01/2006	S ⁽¹⁾	610	D	\$ 41.28	28,105	D
Common Stock	02/01/2006	S ⁽¹⁾	2,200	D	\$ 41.3	25,905	D
Common Stock	02/01/2006	S ⁽¹⁾	800	D	\$ 41.32	25,105	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
Employee Stock Option	\$ 14.75	02/01/2006		M	6,814	04/27/2005	04/01/2012	Common Stock	6,814
Employee Stock Option	\$ 7.36	02/01/2006		M	1,050	<u>(2)</u>	05/01/2013	Common Stock	1,050
Employee Stock Option	\$ 7.16	02/01/2006		M	1,172	<u>(3)</u>	08/01/2013	Common Stock	1,172
Employee Stock Option	\$ 15.2	02/01/2006		M	1,172	04/27/2005	10/31/2013	Common Stock	1,172
Employee Stock Option	\$ 14.64	02/01/2006		M	1,172	04/27/2005	02/02/2014	Common Stock	1,172
	\$ 14.22	02/01/2006		M	760	⁽⁴⁾	04/30/2011		760

Employee Stock Option								Common Stock	
Employee Stock Option	\$ 11.33	02/01/2006	M	1,736	<u>(4)</u>	07/28/2011		Common Stock	1,736
Employee Stock Option	\$ 15.5	02/01/2006	M	2,930	04/27/2005	10/25/2011		Common Stock	2,930
Employee Stock Option	\$ 16.66	02/01/2006	M	1,954	04/27/2005	02/03/2012		Common Stock	1,954

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHARD HENRI F ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453			EVP Chf Sales & Mkt Off	

Signatures

Hollis M. O'Brien By Power of
Attorney

02/02/2006

____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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 19, 2005.
- (2) The option vests 25% on 5/1/04, then monthly through 5/1/07.
- (3) The option vests 33 1/3% on 5/1/04, then monthly through 5/1/06.
- (4) The option vests 33 1/3% on 4/30/05, then monthly through 4/30/07.

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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