

ADVANCED MICRO DEVICES INC

Form 4

May 16, 2016

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 *
HARDING JOHN R

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)
05/12/2016

☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	(A) or (D)	Price
Common Stock	05/12/2016		M		217,736	A	\$ 0
					217,736		D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. I. De Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(2)</u>	05/12/2016		M		30,080		<u>(3)</u>	<u>(3)</u>	Common Stock	30,080
Restricted Stock Units	\$ 0 <u>(2)</u>	05/12/2016		M		69,269		<u>(3)</u>	<u>(3)</u>	Common Stock	69,269
Restricted Stock Units	\$ 0 <u>(2)</u>	05/12/2016		M		46,343		<u>(3)</u>	<u>(3)</u>	Common Stock	46,343
Restricted Stock Units	\$ 0 <u>(2)</u>	05/12/2016		M		72,044		<u>(3)</u>	<u>(3)</u>	Common Stock	72,044

Reporting Owners

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

Signatures

/s/ Jack Harding
05/16/2016

 **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) Mr. Harding did not stand for re-election at AMD's 2016 Annual Meeting of Stockholders held on May 12, 2016 and ceased to be a member of the AMD Board of Directors as of May 12, 2016. In connection with AMD's outside director equity compensation policy, Mr. Harding elected to defer the issuance of 217,736 shares of common stock issuable upon the vesting of his 2012, 2013, 2014 and 2015 RSU awards until he ceases to serve on the Board. On May 12, 2016 the deferred shares were issued to Mr. Harding.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock.

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(3) Grant of restricted stock units vested 100% on the first anniversary of the date of grant.

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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