

ANDERSON JAMES ROBERT
Form 4
August 11, 2017

FORM 4

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

OMB APPROVAL

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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

(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)
ONE AMD PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & GM, CG

SUNNYVALE, CA 94085

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/09/2017 | | M | 32,854 | A \$ 0 | 571,430 | D |
| Common Stock | 08/10/2017 | | S | 17,657 | D \$ 12.46 | 553,773 | D |
| | | | | (1) | (2) | | |

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 08/09/2017 | | M | 32,854 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | |
| Stock Option Grant | \$ 12.83 | 08/09/2017 | | A | 86,894 | ⁽⁵⁾ 08/09/2024 | Common Stock | 86,894 |
| RSU Award | ⁽³⁾ | 08/09/2017 | | A | 36,982 | ⁽⁶⁾ ⁽⁶⁾ | Common Stock | 36,982 |
| PRSU Award | ⁽⁷⁾ | 08/09/2017 | | A | 73,964 | ⁽⁸⁾ ⁽⁸⁾ | Common Stock | 73,964 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANDERSON JAMES ROBERT ONE AMD PLACE SUNNYVALE, CA 94085 | | | SVP & GM, CG | |

Signatures

/s/ James Robert
Anderson
08/11/2017

**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.
- Transaction executed in multiple trades at prices ranging from \$12.17 to \$12.92 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (2)
- (3) Each RSU represents a contingent right to receive one share of AMD's common stock.

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- (4) The RSUs vest 1/3 on each of August 9, 2017, 2018 and 2019.
- (5) The options vest 1/3 on each of August 9, 2018, 2019 and 2020.
- (6) The RSUs vest 1/3 on each of August 9, 2018, 2019 and 2020.

(7) Each performance based restricted stock unit ("PRSU") represents a contingent right to receive one share of AMD's common stock. The number of PRSUs that may be earned is between 0% and 250% of the target number of PRSUs; provided that, the maximum number of PRSUs that may be earned is capped at the number equal to (i) eight times the target value of the PRSU award, divided by (ii) the closing price of the Company's stock on the last day of a three-year performance period ending on August 9, 2020 (the "Performance Period").

(8) The actual number of PRSUs that may be earned, if at all, is contingent upon the achievement of pre-established performance metrics over the Performance Period. Earned and vested PRSUs will generally be settled on the later of August 15, 2020, or the date following the Compensation Committee's certification 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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