

Su Lisa T
 Form 4
 August 17, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Su Lisa T

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)
 08/15/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

SANTA CLARA, CA 95054

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)			
Common Stock	08/15/2018		M	V	1,545,308	A	\$ 0	3,172,907	D	
Common Stock	08/16/2018		S		615,777 <u>(1)</u>	D	\$ 19.51 <u>(2)</u>	2,557,130	D	
Common Stock								196,544	I	By Grantor Retained Annuity Trust

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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 Number Shares
Performance Stock Units (3)	\$ 0	08/15/2018		M	1,545,308 (4)	(3)	(3)	Common Stock	1,545

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Su Lisa T 2485 AUGUSTINE DRIVE SANTA CLARA, CA 95054	X		President & CEO	

Signatures

/s/ Linda Lam by power-of-attorney for Lisa T. Su.

08/17/2018

__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 Performance-based Restricted Stock Unit ("PRSU") vesting.

(2) The reported price in Column 4 is a weighted average sale price applied to the transaction by the broker. These shares were sold as part of a block trade in multiple transactions at prices ranging from \$19.25 to \$19.84 per share, inclusive. The Reporting Person undertakes to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The number of PRSUs that may be earned is based on a three-year compound annual growth rate milestone related to AMD's closing stock price that may be attained within the three-year performance period that began on August 15, 2015 and ends on August 15, 2018 (the "Performance Period"), with the potential payout levels of PRSUs at 50%, 100%, 200% and 250% of the target number of PRSUs granted, provided however, no more than 50% of the PRSU Award shall vest on the first anniversary of the grant date and 50% shall vest at the end of the Performance Period, to the extent earned.

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- (4) The reported number of securities represents the remaining 50% of the earned number of shares that vested at the end of the Performance Period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.