ADVANCED MICRO DEVICES INC

Form 4 April 05, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * MEYER DERRICK R | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--|---|---|--|--|
| | ADVANCED MICRO DEVICES INC [AMD] | | | |
| (Last) (First) (Middle) ADVANCED MICRO DEVICES. INC., ONE AMD PLACE | 3. Date of Earliest Transaction (Month/Day/Year) 04/03/2006 | Director 10% Owner _X Officer (give title Other (specify below) President & COO | | |
| (Street) | 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 | | |
| CLININIVIALE CA 04000 2452 | | Form filed by More than One Reporting | | |

SUNNY VALE, CA 94088-3453

04/03/2006

04/03/2006

Common

Common

Stock

Stock

| (City) | (State) (| Zip) Table | e I - Non-D | erivative : | Secur | ities Acqu | iired, Disposed of | , or Beneficial | ly Owned |
|--------------------------------------|--------------------------------------|---|--|--------------|------------------------------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | (Instr. 3, | sposed 4 and (A) or | d of (D) | 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 | 04/03/2006 | | Code V M | Amount 4,300 | (D) A | \$ 11.69 | 67,991 | D | |
| Common Stock | 04/03/2006 | | M | 450 | A | \$ 9.72 | 68,441 | D | |
| Common Stock | 04/03/2006 | | M | 5,000 | A | \$ 12.4 | 73,441 | D | |

1,000

1,000

M

M

Person

\$ 7.36 74,441

\$ 7.16 75,441

D

D

Edgar Filing: ADVANCED MICRO DEVICES INC - Form 4

| Common Stock | 04/03/2006 | M | 2,000 | A | \$ 11.33 | 77,441 | D |
|-----------------|------------|--------------|-------|---|-------------|--------|---|
| Common Stock | 04/03/2006 | S <u>(1)</u> | 4,500 | D | \$ 33.07 | 72,941 | D |
| Common Stock | 04/03/2006 | S <u>(1)</u> | 936 | D | \$ 32.9 | 72,005 | D |
| Common Stock | 04/03/2006 | S <u>(1)</u> | 2,738 | D | \$ 32.81 | 69,267 | D |
| Common Stock | 04/03/2006 | S <u>(1)</u> | 1,072 | D | \$ 32.6 | 68,195 | D |
| Common Stock | 04/03/2006 | S <u>(1)</u> | 331 | D | \$ 32.58 | 67,864 | D |
| Common Stock | 04/03/2006 | S <u>(1)</u> | 930 | D | \$ 32.5 | 66,934 | D |
| Common Stock | 04/03/2006 | S <u>(1)</u> | 933 | D | \$ 32.33 | 66,001 | D |
| Common Stock | 04/03/2006 | S <u>(1)</u> | 935 | D | \$ 32.31 | 65,066 | 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 displays a currently valid OMB control number.

SEC 1474 (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. Transactic Code (Instr. 8) | Secu Acqu (A) o Disp (D) | rities nired or osed of r. 3, 4, | 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 | \$ 11.69 | 04/03/2006 | | M | | 1,300 | 04/10/2002 | 03/26/2008 | Common Stock | 1,300 |
| Employee Stock | \$ 9.72 | 04/03/2006 | | M | | 450 | 08/15/2002 | 08/15/2008 | Common Stock | 450 |

Edgar Filing: ADVANCED MICRO DEVICES INC - Form 4

| Op | tion | | | | | | | | |
|-----|------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Sto | nployee ock tion | \$ 12.4 | 04/03/2006 | M | 5,000 | 11/08/2003 | 11/08/2011 | Common Stock | 5,000 |
| Sto | nployee ock tion | \$ 11.69 | 04/03/2006 | M | 3,000 | (2) | 04/24/2012 | Common Stock | 3,000 |
| Sto | nployee ock tion | \$ 7.36 | 04/03/2006 | M | 1,000 | (3) | 05/01/2013 | Common Stock | 1,000 |
| Sto | nployee ock tion | \$ 7.16 | 04/03/2006 | M | 1,000 | (3) | 08/01/2013 | Common Stock | 1,000 |
| Sto | nployee ock tion | \$ 11.33 | 04/03/2006 | M | 2,000 | <u>(4)</u> | 07/28/2011 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | | |
|--------------------------------|----------|---------------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |

MEYER DERRICK R ADVANCED MICRO DEVICES. INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453

President & COO

Deletionship

Signatures

D. Meyer 04/04/2006

**Signature of Person Date

**Reporting Person

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 January 31, 2006
- (2) This option vests 25% on 4/25/2003 then remaining shares vest monthly through 4/25/2006.
- (3) This option vests 33 1/3% on 5/1/2004 then remaining shares vest monthly through 5/1/2006.
- (4) This option vests 33 1/3 % on 4/30/2005 then remaining shares vest monthly through 4/30/2007.

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.

Reporting Owners 3