

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-04**  
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### ISSUER

#### **ADVANCED MICRO DEVICES INC**

CIK: **2488** | IRS No.: **941692300** | State of Incorporation: **DE** | Fiscal Year End: **1230**  
SIC: **3674** Semiconductors & related devices

#### Mailing Address

*ONE AMD PLACE  
MS 68  
SUNNYVALE CA 94088-3450*

#### Business Address

*ONE AMD PL  
MS 68  
SUNNYVALE CA 94088-3453  
4087322400*

### REPORTING OWNER

#### **MEYER DERRICK R**

CIK: **1192007**  
Type: **4** | Act: **34** | File No.: **001-07882** | Film No.: **06818197**

#### Mailing Address

*ADVANCED MICRO DEVICES  
INC  
ONE AMD PLACE MS 68 PO  
BOX 3453  
SUNNYVALE CA 94088-3453*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person <b>MEYER DERRICK R</b>			2. Issuer Name and Ticker or Trading Symbol <b>ADVANCED MICRO DEVICES INC</b> [AMD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director      ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below)      ____ Other (specify below) <b>President &amp; COO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2006					
ADVANCED MICRO DEVICES, INC., ONE AMD PLACE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) SUNNYVALE, CA 94088-3453								
(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	05/05/2006		M		5,000	A	\$13.57	70,316	D	
Common Stock	05/05/2006		S <sup>(1)</sup>		2,500	D	\$34.06	67,816	D	
Common Stock	05/05/2006		S <sup>(1)</sup>		200	D	\$34.21	67,616	D	
Common Stock	05/05/2006		S <sup>(1)</sup>		2,300	D	\$34.22	65,316	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option	\$33.95	05/04/2006		A		18,750		(2)	05/04/2013	Common Stock	18,750	\$ 0	18,750	D	
Restricted Stock Units	(3)	05/04/2006		A		12,500		(4)	(4)	Common Stock	12,500	\$ 0	12,500	D	

Employee Stock Option	\$13.57	05/05/2006		<u>M</u>		5,000	07/23/2003	12/15/2009	Common Stock	5,000	\$ 0	10,000	D	
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**Explanation of Responses:**

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. The option vests 33 1/3% on 5/4/2007 then 2.7779% monthly for the next 2 years.
3. Each restricted stock unit represents a contingent right to receive one share of common stock.
4. The restricted stock units vest 25% on 5/22/2007 then 6.25% every 3 months thereafter for the next 12 quarters.

**Signatures**

Derrick Meyer

\*\* Signature of Reporting Person

05/08/2006

Date

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

\* 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).

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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