

ADVANCED MICRO DEVICES INC
Form 4
March 02, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BARNES W MICHAEL

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2006

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

ADVANCED MICRO DEVICES, INC., ONE AMD PLACE

(Street)

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

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	02/28/2006		M		13,020	A	\$ 12.29
Common Stock	02/28/2006		M		980	A	\$ 14.22
Common Stock	02/28/2006		M		3,645	A	\$ 17.34
Common Stock	02/28/2006		M		3,645	A	\$ 22.64
Common Stock	02/28/2006		S		1,700	D	\$ 40.62

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Common Stock	02/28/2006	S	500	D	\$ 40.63	21,090	D
Common Stock	02/28/2006	S	1,400	D	\$ 40.64	19,690	D
Common Stock	02/28/2006	S	2,200	D	\$ 40.65	17,490	D
Common Stock	02/28/2006	S	4,000	D	\$ 40.69	13,490	D
Common Stock	02/28/2006	S	1,900	D	\$ 40.68	11,590	D
Common Stock	02/28/2006	S	600	D	\$ 40.71	10,990	D
Common Stock	02/28/2006	S	1,700	D	\$ 40.72	9,290	D

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

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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)

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. F. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Award	\$ 12.29	02/28/2006		M	9,375	<u>(2)</u> 08/02/2014	Common Stock	9,375	
Stock Option Award	\$ 12.29	02/28/2006		M	3,645	<u>(1)</u> 08/02/2014	Common Stock	3,645	
Stock Option Award	\$ 14.22	02/28/2006		M	980	<u>(1)</u> 04/13/2014	Common Stock	980	

Stock Option Award	\$ 17.34	02/28/2006	M	3,645	<u>(1)</u>	11/01/2014	Common Stock	3,645
Stock Option Award	\$ 22.64	02/28/2006	M	3,645	<u>(1)</u>	12/15/2014	Common Stock	3,645

Reporting Owners

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

Signatures

Hollis M. O'Brien By Power of Attorney	03/02/2006
**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) This option vests 33 1/3% on 4/30/2005 then monthly through 4/30/2007.
- (2) This option vests 33 1/3% on 10/31/2004 then monthly through 10/31/2006.

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.