

ADVANCED MICRO DEVICES INC
Form 4
March 08, 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

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 *
MEYER DERRICK R

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)
03/06/2006

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/06/2006		M	1,300	A \$ 11.69	61,741	D
Common Stock	03/06/2006		M	450	A \$ 9.72	62,191	D
Common Stock	03/06/2006		M	2,500	A \$ 13.57	64,691	D
Common Stock	03/06/2006		M	5,000	A \$ 12.4	69,691	D
Common Stock	03/06/2006		M	3,000	A \$ 11.69	72,691	D

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Common Stock	03/06/2006	M	1,000	A	\$ 7.36	73,691	D
Common Stock	03/06/2006	M	1,000	A	\$ 7.16	74,691	D
Common Stock	03/06/2006	M	2,000	A	\$ 11.33	76,691	D
Common Stock	03/06/2006	<u>S⁽¹⁾</u>	3,096	D	\$ 39.36	73,595	D
Common Stock	03/06/2006	<u>S⁽¹⁾</u>	3,093	D	\$ 39.4	70,502	D
Common Stock	03/06/2006	<u>S⁽¹⁾</u>	1,554	D	\$ 39.69	68,948	D
Common Stock	03/06/2006	<u>S⁽¹⁾</u>	1,542	D	\$ 39.87	67,406	D
Common Stock	03/06/2006	<u>S⁽¹⁾</u>	2,246	D	\$ 39.95	65,160	D
Common Stock	03/06/2006	<u>S⁽¹⁾</u>	3,094	D	\$ 40	62,066	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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option	\$ 11.69	03/06/2006		M	1,300	04/10/2002 03/26/2008	Common Stock	1,300
Employee Stock	\$ 9.72	03/06/2006		M	450	08/15/2002 08/15/2008	Common Stock	450

Option									
Employee Stock Option	\$ 13.57	03/06/2006	M	2,500	07/25/2003	12/15/2009	Common Stock	2,500	
Employee Stock Option	\$ 12.4	03/06/2006	M	5,000	11/08/2003	11/08/2011	Common Stock	5,000	
Employee Stock Option	\$ 11.69	03/06/2006	M	3,000	(2)	04/24/2012	Common Stock	3,000	
Employee Stock Option	\$ 7.36	03/06/2006	M	1,000	(3)	05/01/2013	Common Stock	1,000	
Employee Stock Option	\$ 7.16	03/06/2006	M	1,000	(3)	08/01/2013	Common Stock	1,000	
Employee Stock Option	\$ 11.33	03/06/2006	M	2,000	(4)	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	

Signatures

Derrick R.
Meyer

03/07/2006

**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) 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.

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