

ADVANCED MICRO DEVICES INC
Form 424B3
March 28, 2008

Filed Pursuant to Rule 424(b)(3) and 424(c)

Registration No. 333-144565

PROSPECTUS SUPPLEMENT DATED MARCH 28, 2008

(To Prospectus dated July 13, 2007)

\$2,200,000,000

6.00% Convertible Senior Notes due 2015

This Prospectus Supplement No. 3 (Prospectus Supplement No. 3) supplements the prospectus dated July 13, 2007 (the Prospectus), and supersedes, in its entirety, Prospectus Supplement No. 2, dated December 20, 2007, relating to the resale by selling security holders of our 6.00% Convertible Senior Notes due 2015 and the common stock issuable upon conversion of the notes.

You should read this Prospectus Supplement No. 3 in conjunction with the Prospectus. This Prospectus Supplement No. 3 is not complete without, and may not be delivered or used except in conjunction with, the Prospectus, including any amendments or supplements to it. This Prospectus Supplement No. 3 is qualified by reference to the Prospectus, except to the extent that the information provided by this Prospectus Supplement No. 3 supersedes information contained in the Prospectus.

Investing in our common stock involves risk. See the section entitled Risk Factors beginning on page 8 of the Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this Prospectus Supplement No. 3 or the Prospectus. Any representation to the contrary is a criminal offence.

The date of this Prospectus Supplement No. 3 is March 28, 2008.

The section entitled "Selling Security Holders" in the Prospectus is superseded in its entirety with the following:

SELLING SECURITY HOLDERS

On April 27, 2007, we issued all of the notes to Morgan Stanley & Co. Incorporated, Lehman Brothers Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated. These initial purchasers then resold the notes to persons reasonably believed by the initial purchasers to be qualified institutional buyers in reliance on Rule 144A of the Securities Act. Based on representations made to us by the selling security holders, we believe that the selling security holders purchased the notes in the ordinary course of business and that at the time of the purchase of the notes, such selling security holders had no agreements or understandings, directly or indirectly with any person to distribute such securities. All of the notes were issued as "restricted securities" under the Securities Act. Selling security holders may from time to time offer and sell pursuant to this Prospectus Supplement No. 2 and the Prospectus any or all of the notes and shares of common stock issuable upon conversion of the notes.

The following table sets forth information, as of March 28, 2008, with respect to the selling security holders and the principal amounts of notes beneficially owned by each selling security holder that may be offered pursuant to this prospectus. The information is based on information provided by or on behalf of the selling security holders. The selling security holders may offer all, some or none of the notes or the common stock issuable upon conversion of the notes. The selling security holders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided the information regarding their notes in transactions exempt from the registration requirements of the Securities Act. The number of shares of common stock owned prior to the offering includes shares of common stock issuable upon conversion of the notes. The percentage of common stock outstanding beneficially owned by each selling security holder is based on 606,190,311 shares of common stock outstanding on March 26, 2008. The number of shares of common stock issuable upon conversion of the notes offered hereby is based on a conversion price of \$28.08 per share and a cash payment in lieu of any fractional share.

Name	Principal Amount of Notes Beneficially Owned and Offered Hereby		Percentage of Notes Outstanding	Shares of Common Stock Owned Prior to the Offering (1) and Convertible Shares Offered Hereby(2)		Percentage of Common Stock Outstanding (3)
	(\$)					
Absolute Strategies Fund(8)	91,000		*	3,240	3,240	*
ADI Alternative Investments (9)	11,000,000		*	391,737	391,737	*
ADI Alternative Investments c/o Casam ADI CB Arbitrage (9)	4,000,000		*	142,450	142,450	*
ADI Alternative Investments c/o Kallista Master Fund Limited (9)	7,000,000		*	249,287	249,287	*
AIG Life Insurance Company(4)(6)	100,000		*	3,561	3,561	*
AIM High Yield Fund (4)(7)(10)	4,680,000		*	166,666	166,666	*
AIM V.I. High Yield Fund (4)(7)(11)	320,000		*	11,396	11,396	*
Alexandra Global Master Fund Ltd. (12)	25,000,000		1.14%	890,313	890,313	*
Allstate Insurance Company (6)(13)(14)	5,500,000		*	219,468	195,868	*
Altma Fund Sicav PLC (in respect of Trinity Sub-Fund)(15)	282,000		*	10,042	10,042	*
AM International E MAC 63 Ltd(15)	718,000		*	25,569	25,569	*
AM Master Fund I, LP(15)	906,000		*	32,264	32,264	*
American General Life and Accident Insurance Company(4)(6)	75,000		*	2,670	2,670	*
American General Life Insurance Company(4)(6)	625,000		*	22,257	22,257	*
American High Income Trust(4)(6)(7)(16)	7,178,000		*	255,626	255,626	*
American International Group Inc., Retirement Plan	25,000		*	890	890	*
Argent Classic Convertible Arbitrage Fund LP(17)	12,570,000		*	447,649	447,649	*
Argent Classic Convertible Arbitrage Fund II, LP(17)	240,000		*	8,547	8,547	*
Argent LowLev Convertible Arbitrage Fund II, LLC(17)	330,000		*	11,752	11,752	*

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Argent LowLev Convertible Arbitrage Fund Ltd.(17)	53,580,000	2.44%	1,908,119	1,908,119	*
Argentum Multistrategy Fund 1 LP Classic(17)	80,000	*	2,849	2,849	*

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Argentum Multi-Strategy Fund Ltd Classic(17)	350,000	*	12,464	12,464	*
Aristeia International Limited(18)	15,566,000	*	554,344	554,334	*
Aristeia Partners LP(18)	1,934,000	*	68,874	68,874	*
Arkansas PERS(19)	600,000	*	21,367	21,367	*
Army and Air Force Mutual Aid Association (20)	75,000	*	2,670	2,670	*
AST High Yield Portfolio (21)	850,000	*	30,270	30,270	*
AVK (Advent Claymore) Fund (22)	2,000,000	*	71,225	71,225	*
AXA Premier VIP High Yield Portfolio (21)	1,425,000	*	50,747	50,747	*
Barclays Global Distribution Bonds(6)(23)	600,000	*	21,367	21,367	*
BMO Nesbitt Burns Inc. (5)(24)(25)	5,000,000	*	178,062	178,062	*
BNP Paribas Arbitrage(4)(6)(7)	16,000,000	*	569,800	569,800	*
BP Amoco PLC Master Trust(7)	1,156,000	*	41,168	41,168	*
Caisse de depot et placement du Quebec	8,000,000	*	361,692	284,900	*
Capital Ventures International(26)	65,000,000	*	2,314,814	2,314,814	*
CAS HY (21)	2,000,000	*	71,225	71,225	*
Castle Convertible Fund, Inc.(27)	500,000	*	17,806	17,806	*
Castlerigg Master Investments Ltd.(28)	35,000,000	1.59%	1,246,438	1,246,438	*
CBARB, a Segregated Account of Geode					
Capital Master Fund Ltd. (29)	7,500,000	*	267,074	267,094	*
CC Arbitrage, Ltd. (4)(30)	17,500,000	*	623,219	623,219	*
CIBC World Markets Corp. (6)	5,000,000	*	178,062	178,062	*
Citadel Equity Fund, Ltd. (4)(31)(32)	184,500,000	8.39%	6,570,512	6,570,512	1.07%
Citigroup Global Markets Inc. (5)(33)	23,168,000	1.05%	825,071	825,071	*
Class C Trading Company, Ltd(17)	9,960,000	*	354,700	354,700	*
CNH CA Master Account, L.P. (34)	20,000,000	*	712,250	712,250	*
Credit Industriel Et Commercial(35)	5,000,000	*	178,062	178,062	*
Credit Suisse Securities Europe Ltd. (5)(7)(36)	4,000,000	*	142,450	142,450	*
Credit Suisse Securities (USA) LLC (5)(7)(37)	5,200,000	*	185,185	185,185	*
CSS, LLC(38)	5,000,000	*	178,062	178,062	*
Davidson Kempner International, Ltd.(39)	25,534,000	1.16%	909,330	909,330	*
Davidson Kempner Partners(39)	7,870,000	*	280,270	280,270	*
DBAG London (4)(6)(40)	178,000,000	8.09%	6,339,031	6,339,031	1.03%
Deephaven Domestic Convertible Trading Ltd (4)(41)	32,000,000	1.45%	1,139,601	1,139,601	*
Delaware Dividend Income Fund (42)	3,385,000	*	120,548	120,548	*
Delaware Investments Dividend and Income Fund (43)	450,000	*	16,025	16,025	*
Delaware Investments Global Dividend and Income Fund (43)	165,000	*	5,876	5,876	*
D.E. Shaw Valence Portfolios, L.L.C. (4)(5)(44)	20,000,000	*	712,250	712,250	*
Deutsche Bank Securities (5)(6)(7)	5,000,000	*	178,062	178,062	*
dit-UZN-USA (sub) (21)	75,000	*	2,670	2,670	*
Eli Lilly and Company (21)	75,000	*	2,670	2,670	*
Ellington Overseas Partners, Ltd(45)	23,000,000	1.05%	819,088	819,088	*
Elite Classic Convertible Arbitrage Ltd(17)	870,000	*	30,982	30,982	*
Employees Retirement System of Texas	200,000	*	7,122	7,122	*
Ferox Master Fund Limited(46)	10,000,000	*	356,125	356,125	*
FGO Master Fund(7)(47)	1,000,000	*	35,612	35,612	*
Fidelity Devonshire Trust: Fidelity Equity-Income Fund(48)	34,770,000	1.58%	1,238,247	1,238,247	*

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Fidelity Financial Trust: Fidelity Convertible Securities Fund(48)	55,000,000	2.5%	1,958,689	1,958,689	*
Fidelity Funds: US High Income Pool(48)	4,000,000	*	142,450	142,450	*
Fidelity Puritan Trust: Fidelity Puritan Fund(48)	17,980,000	*	640,313	640,313	*
Fidelity Financial Trust: Fidelity Strategic Dividend & Income Fund(48)	5,000,000	*	178,062	178,062	*
Florida Power + Light (22)	1,498,000	*	53,347	53,347	*
Fore Convertible Master Fund, Ltd(7)(47)	3,129,000	*	111,431	111,431	*
Fore Erisa Fund, Ltd(7)(47)	471,000	*	16,773	16,773	*
Fortis Alpha Strategies	10,000,000	*	356,125	356,125	*
FXMC Limited(46)	2,700,000	*	96,153	96,153	*
GCOF HY (21)	750,000	*	26,709	26,709	*
Georgia Health Care (22)	96,000	*	3,418	3,418	*
Global High Yield Fund (21)	125,000	*	4,451	4,451	*
Goldman, Sachs & Co.(6)	73,588,000	3.34%	2,620,655	2,620,622	*

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Goldman Sachs & Co. Profit Sharing Master Trust (4)(49)	927,000	*	33,012	33,012	*
Governing Board Employees Benefit of the City of Detroit (22)	20,000	*	712	712	*
Guggenheim Portfolio Company XXXI, LLC(50)	4,604,000	*	163,960	163,960	*
Henderson Global Equity Multi-Strategy Master Fund Ltd.(51)	2,812,000	*	100,142	100,142	*
Henderson North American Equity Multi-Strategy Master Fund Ltd.(51)	478,000	*	17,022	17,022	*
HFR CA Global Select Master Trust Account(17)	2,230,000	*	79,415	79,415	*
HFR CA Select Master Trust(52)	1,200,000	*	42,735	42,736	*
HFR RVA Combined Master Trust(50)	2,164,000	*	77,065	77,065	*
Highbridge Convertible Arbitrage Master Fund LP(53)	4,000,000	*	142,450	142,450	*
Highbridge International LLC(53)	111,000,000	5.05%	3,952,991	3,952,991	*
IBM Personal Pension Plan Trust (21)	350,000	*	12,464	12,464	*
ICM Business Trust(54)	2,000,000	*	71,225	71,225	*
ICVC Global Balanced Income Fund(23)	2,300,000	*	81,908	81,908	*
Inflective Convertible Opportunity Fund I, Limited (4)(55)	2,400,000	*	85,470	85,470	*
Inflective Convertible Opportunity Fund I, L.P. (4)(55)	1,300,000	*	46,296	46,296	*
ING PIMCO High Yield Portfolio (21)	1,050,000	*	37,393	37,393	*
Institutional Benchmark Series-Ivan Segregated Acct(4)(55)	1,180,000	*	42,022	42,022	*
Institutional Benchmark Series (Master Feeder) Ltd(52)	1,200,000	*	42,735	42,735	*
Institutional Benchmark Series (Master Feeder) Limited in Respect of Electra Series c/o Quattro Global Capital, LLC (56)	2,900,000	*	103,276	103,276	*
Ivory Flagship Master, Ltd(57)	33,077,000	1.5%	1,177,955	1,177,955	*
Ivory Long Term Master, Ltd(57)	8,673,000	*	308,867	308,867	*
Ivory Portable Alpha Master, Ltd(57)	1,250,000	*	44,515	44,515	*
Jabre Capital Partners SA(58)	20,000,000	*	712,250	712,250	*
Jefferies & Company, Inc.(5)(6)	4,000,000	*	142,450	142,450	*
JMG Triton Offshore Fund, Ltd (59)	5,500,000	*	195,868	195,868	*
JP Morgan Securities, Inc.(6)(7)	6,700,000	*	238,603	238,603	*
Kamunting Street Master Fund, Ltd (60)	50,000,000	2.27%	1,780,626	1,780,626	*
KBC Financial Products USA Inc. (5)(61)	7,500,000	*			