

SOCKWELL ALLEN R
Form 4
July 29, 2009

FORM 4

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

OMB APPROVAL

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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 *
SOCKWELL ALLEN 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)

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
SR VP HR, Chief Talent Officer

(Last) (First) (Middle)

ADVANCED MICRO DEVICES, INC., ONE AMD PLACE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2009

SUNNYVALE, CA 94088-3453

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 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)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities		(Month/Day/Year)		(Instr. 3 and 4)		
				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)				
Employee Stock Option	\$ 20.83	07/27/2009	D		3,125		(1)	10/25/2013	Common Stock	3,125
Employee Stock Option	\$ 3.8	07/27/2009	A		284		(3)	10/25/2013	Common Stock	284
Employee Stock Option	\$ 14.83	07/27/2009	D		3,125		(4)	02/15/2014	Common Stock	3,125
Employee Stock Option	\$ 3.8	07/27/2009	A		625		(3)	02/15/2014	Common Stock	625
Employee Stock Option	\$ 15.4	07/27/2009	D		3,046		(6)	05/15/2014	Common Stock	3,046
Employee Stock Option	\$ 3.8	07/27/2009	A		406		(3)	05/15/2014	Common Stock	406
Employee Stock Option	\$ 3.8	07/27/2009	A		203		(8)	05/15/2014	Common Stock	203
Employee Stock Option	\$ 11.95	07/27/2009	D		3,047		(6)	08/15/2014	Common Stock	3,047
Employee Stock Option	\$ 3.8	07/27/2009	A		406		(3)	08/15/2014	Common Stock	406
Employee Stock Option	\$ 3.8	07/27/2009	A		203		(8)	08/15/2014	Common Stock	203
Employee Stock Option	\$ 12.7	07/27/2009	D		3,046		(6)	11/15/2014	Common Stock	3,046
Employee Stock	\$ 3.8	07/27/2009	A		406		(3)	11/15/2014	Common Stock	406

Option									
Employee									
Stock	\$ 3.8	07/27/2009	A	203	(8)	11/15/2014	Common	203	
Option							Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOCKWELL ALLEN R ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453			SR VP HR, Chief Talent Officer	

Signatures

/s/ Faina Medzonsky By Power of Attorney
07/29/2009

**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 option provided for vesting as follows: 33 1/3% 5/4/2007 then monthly through 5/4/2009.
On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 3,125 shares of common stock granted to the reporting person on 10/25/2006. In exchange, the reporting person received a replacement option, for 284 shares, having an exercise price of \$3.80 per share.
- (2) The option vests 100% on July 27, 2010.
- (3) The option provided for vesting as follows: 33 1/3% 5/4/2007 then 2.7779% monthly for the next two years.
On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 3,125 shares of common stock granted to the reporting person on 2/15/2007. In exchange, the reporting person received a replacement option, for 625 shares, having an exercise price of \$3.80 per share.
- (4) The option provided for vesting as follows: 33 1/3% 5/15/2008 then 8.33% quarterly for the next two years.
On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 2,030 shares of common stock granted to the reporting person on 5/15/2007. In exchange, the reporting person received a replacement option, for 406 shares, having an exercise price of \$3.80 per share.
- (5) The option vests as follows: 50% on 7/27/2010 and 50% on 7/27/2011.
On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 1,016 shares of common stock granted to the reporting person on 5/15/2007. In exchange, the reporting person received a replacement option, for 203 shares, having an exercise price of \$3.80 per share.
- (6) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 2,031 shares of common stock granted to the reporting person on 8/15/2007. In exchange, the reporting person received a replacement option, for 406 shares, having an exercise price of \$3.80 per share.
- (7) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 1,016 shares of common stock granted to the reporting person on 8/15/2007. In exchange, the reporting person received a replacement option, for 203 shares, having an exercise price of \$3.80 per share.
- (8) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 2,030 shares of common stock granted to the reporting person on 11/15/2007. In exchange, the reporting person received a replacement option, for 406 shares, having an exercise price of \$3.80 per share.

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an exercise price of \$3.80 per share.

(13) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 1,016 shares of common stock granted to the reporting person on 11/15/2007. In exchange, the reporting person received a replacement option, for 203 shares, having an exercise price of \$3.80 per share.

Remarks:

Form 2 of 2

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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