FORM 4	4
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)	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

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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)										
1. Name and Address of Orton Dave		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			
ADVANCED MICI PLACE	(First) RO DEVICES, INC.,	ONEAND	3. Date of Earliest Transaction (Month/Day/Year) 10/25/2006							er (specify below	⁽)
SUNNYVALE, CA	4.	If Amendment, Date	e Original Fi	iled(M	onth/Day/Yea	r)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_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)	Execution Date, if	(Instr. 8) (Instr. 3, 4 and 5)			sposed of 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect	Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price		(I) (Instr. 4)	
Common Stock		10/25/2006		А		30,612	А	(1)	30,612	D	

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

Persons who respond to the collection of information contained in SEC 1474 (9-02) this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(<i>e.g.</i> , puts, calls, warrants, options, convertible securities)															
	2.		3A. Deemed					6. Date Exercisable and		7. Title and Amount of				10.	11. Nature
Derivative	Conversion			Transaction Deriva				Expiration Date		, ,		Derivative		Ownership	
-		(Month/Day/Year)	-	Code		Securities		(Month/Day/Year)		· · · · · · · · · · · · · · · · · · ·		2	Securities		Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8		Acquired ((.		· /	Beneficially		Ownership	
	Derivative					or Dispose	d of						Owned	-	(Instr. 4)
	Security					(D) (Instr. 2.4							Following	Direct (D) or Indirect	
						(Instr. 3, 4, and 5)		1					Reported Transaction(s)		
						and 5)						(Instr. 4)	(Instr. 4)		
									.		Amount		(IIISU: I)	(mon. i)	
								Date Exercisable	Expiration	Title	or Normh an				
				Code	v	(A)	(D)		Date		Number of Shares				
				Coue	v	(A)	(D)								
Common	\$ 7.26	10/25/2006		А		336,062		10/25/2006	07/09/2009	Common	336,062	(2)	336,062	D	
Stock	\$ 7.20	10/25/2000		11		550,002		10/23/2000	07/09/2009	Stock	550,002	(2)	550,002	D	
Common										Common				_	
Stock	\$ 19.28	10/25/2006		Α		239,900		06/30/2008 <mark>(3)</mark>	06/30/2011	Stock	239,900	(4)	239,900	D	
-															
Common	\$ 14.63	10/25/2006		А		191,920		10/31/2009(5)	10/31/2012	Common	191,920	(6)	191,920	D	
Stock	÷ - 1.00	20.2072000				,		10/31/2009		Stock		<u>(3)</u>			

Reporting Owners

Derection Ormer Name (Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Orton Dave ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453			Executive Vice President					

Signatures

Hollis M. O'Brien By Power of Attorney	10/27/2006		
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).

Received in connection with the acquisition ("Acquisition") of ATI Technologies Inc. ("ATI") by Advanced Micro Devices, Inc. as the stock portion of the acquisition consideration for Mr. Orton's (1) 245,822 shares owned on the effective date of the Acquisition. On the effective date, the total consideration paid for each common share of ATI, based on the Parent Closing Stock Price (as defined in the Plan of Arrangement, as amended) was \$21.36.

- (2) Received in connection with the Acquisition of ATI by Advanced Micro Devices, Inc., which included the assumption of ATI's employee stock option plan, in exchange for an employee stock option to acquire 350,211 shares of ATI common stock for \$6.96 per share.
- (3) The option vests 14,994 shares on December 30, 2006 then approximately 14,994 shares per quarter thereafter through June 30, 2008.
- (4) Received in connection with the Acquisition of ATI by Advanced Micro Devices, Inc., which included the assumption of ATI's employee stock option plan, in exchange for an employee stock option to acquire 250,000 shares of ATI common stock for \$18.50 per share.
- (5) The option vests 25% on October 31, 2006 then 11,995 shares vest per quarter thereafter through October 31, 2009.
- (6) Received in connection with the Acquisition of ATI by Advanced Micro Devices, Inc., which included the assumption of ATI's employee stock option plan, in exchange for an employee stock option to acquire 200,000 shares of ATI common stock for \$14.03 per share.

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.