

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

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

Print or Type Responses)											
Name and Address of Reporting Person * CLEGG FRANK		2. Issuer Name and ADVANCED MI		•		AMD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
ADVANCED MICRO DEVICES, INCAMD PLACE	CONTE	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2008					Officer (give title below) Oth	ner (specify below	w)		
(Street) SUNNYVALE, CA 94088-3453	4	4. If Amendment, Date Original Filed(Month/Day/Year)						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 Acqu						tired, Disposed of, or Beneficially Own	ed		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code		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)	Ownership Form: Direct (D)	Beneficial Ownership	
			Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock	05/24/2008		М		4 166	Δ	\$ 0	4 166	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 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 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Number		6. Date Exercisable and		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	tion	of		Expiration Date		of Underlying		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		Derivative ((Month/Day/Year)		Securities		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8))	Securities				(Instr. 3 and 4)		(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Acq	equired						Owned	Security:	(Instr. 4)
	Security					(A)	A) or					Following	Direct (D)		
						Disp	osed						Reported	or Indirect	
						of (l	f (D)					Transaction(s)	(I)		
						(Instr. 3, 4,							(Instr. 4)	(Instr. 4)	
						and 5)									
											Amount				
								_			or				
								Date	Expiration	Title	Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				
Restricted										a					
Stock	\$ 0	05/24/2008		M			4.166	05/24/2008	05/24/2014	Common	4,166	\$ 0	8,334	D	
Units							,		, , , , ,	Stock	,		- ,		

Reporting Owners

Damantina Oroman Nama / Addinga	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
CLEGG FRANK ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453	X						

Signatures

Faina Medzonsky By Power of Attorney	05/28/2008
**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).

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.