

☒ 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
CLEGG FRANK		ADVANCED MICRO DEVICES INC [AMD]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)						
(Last) (First) (Middle) ADVANCED MICRO DEVICES, INC., ONE AMD PLACE		3. Date of Earliest Transaction (Month/Day/Year) 04/28/2010								
(Street) SUNNYVALE, CA 94088-3453		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/28/2010		M		64,584	A	\$ 0	78,125	D	

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

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**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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Restricted Stock Units	\$ 0	04/28/2010		M			4,167	04/28/2010 ⁽¹⁾	05/24/2014	Common Stock	4,167	\$ 0	0	D			
Restricted Stock Units	\$ 0	04/28/2010		M			10,417	04/28/2010 ⁽¹⁾	05/08/2015	Common Stock	10,417	\$ 0	0	D			
Restricted Stock Units	\$ 0	04/28/2010		M			50,000	04/28/2010 ⁽¹⁾	05/07/2016	Common Stock	50,000	\$ 0	0	D			

Reporting Owners

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

Signatures

Frank Clegg

04/29/2010

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).
Frank Clegg, a former non-employee independent director of the Company, did not stand for re-election at the 2010 Annual Meeting. Pursuant to the Company's Outside Director Equity Compensation Policy, an independent director retiring from the Board of Directors is entitled to full acceleration of vesting of equity awards granted to such director by the Company, provided that (1) such director shall have served on the Board of Directors for at least three years prior to the date of his or her retirement. Although Mr. Clegg, who was appointed to the Board of Directors as of 5/24/2007, had not served as a member of the Board of Directors for the full three-year period, the Board of Directors approved the full acceleration of Mr. Clegg's 64,584 unvested Restricted Stock Units, effective as of 4/28/2010.

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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