

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden hours
per response... 0.5

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

☐ Check this box if no
longer subject to Section
16. Form 4 or Form 5
obligations may
continue. See Instruction
1(b).

(Print or Type Responses)

| | | | | | | | | |
|---|--|---|--|---|--|---|---|--|
| 1. Name and Address of Reporting Person * Papermaster Mark D | | | 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 <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Technology Officer & EVP | | |
| (Last) (First) (Middle) 2485 AUGUSTINE DRIVE | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/09/2020 | | | | | |
| (Street) SANTA CLARA, CA 95054 | | | 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 ____ 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 | 08/09/2020 | | M | 37,462 A \$ 0 | 1,372,742 | D | | |
| Common Stock | 08/09/2020 | | F | 14,743 (1) D \$ 84.85 | 1,357,999 | 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.

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 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 | (2) | 08/09/2020 | | M | 13,869 | (3) (3) | Common Stock | 13,869.00 | \$ 0 | 0 | D |
| Restricted Stock Units | (2) | 08/09/2020 | | M | 14,551 | (4) (4) | Common Stock | 14,551.00 | \$ 0 | 14,553 | D |
| Restricted Stock Units | (2) | 08/09/2020 | | M | 9,042 | (5) (5) | Common Stock | 9,042.00 | \$ 0 | 18,089 | D |
| PRSU Award | (6) | 08/09/2020 | | A | 28,458 | (7) (7) | Common Stock | 28,458.00 | \$ 0 | 28,458 | D |
| RSU Award | (2) | 08/09/2020 | | A | 14,229 | (8) (8) | Common Stock | 14,229.00 | \$ 0 | 14,229 | D |
| Stock Option Grant | \$ 84.85 | 08/09/2020 | | A | 31,369 | (9) 08/09/2027 | Common Stock | 31,369.00 | \$ 0 | 31,369 | D |

Reporting Owners

| | | | | |
|---|---------------|-----------|--------------------------------|-------|
| Reporting Owner Name / Address | Relationships | | | |
| | Director | 10% Owner | Officer | Other |
| Papermaster Mark D 2485 AUGUSTINE DRIVE SANTA CLARA, CA 95054 | | | Chief Technology Officer & EVP | |

Signatures

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 shares are withheld at the election of the Reporting Person to satisfy tax withholding obligations in connection with the release of restricted stock units ("RSU").

(2) Each RSU represents a contingent right to receive one share of AMD's common stock.

(3) The RSUs vest 1/3 on each of August 9, 2018, 2019 and 2020.

(4) The RSUs vest 1/3 on each of August 9, 2019, 2020 and 2021.

(5) The RSUs vest 1/3 on each of August 9, 2020, 2021 and 2022.

(6) Between 0% and 250% of the target number of PRSUs may be earned depending on (a) the return on AMD's stock price relative to the return on the S&P 500 Index over the performance period that begins August 9, 2020 and ends on August 9, 2023, (b) the absolute return on AMD's stock price over the performance period, and (c) AMD's non-GAAP earnings per share growth from its 2020 to 2022 fiscal years. Vesting of any earned PRSUs is generally subject to the Reporting Person's continued employment and/or service with AMD through August 9, 2023 (or the one-year anniversary of a change in control, if earlier).

The actual number of PRSUs that may be earned, if at all, will be determined by the Compensation and Leadership Resources Committee ("Compensation Committee") based on AMD's actual performance with respect to the performance vesting conditions described in footnote 6, above. Earned and vested PRSUs will generally be settled on the later of August 16, 2023 or the date following the Compensation Committee's determination of performance.

(8) The RSUs vest 1/3 on each of August 9, 2021, 2022 and 2023.

(9) The options vest 1/3 on each of August 9, 2021, 2022 and 2023.

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.