

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 Su Lisa T			2. Issuer Name and Ticker or Trading Symbol ADVANCED MICRO DEVICES INC [AMD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) President & CEO		
(Last) (First) (Middle) 2485 AUGUSTINE DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 11/09/2021					
(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 <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	11/09/2021		M		125,000 (1)	A	\$ 2.92	2,283,150 (2)	D	
Common Stock	11/09/2021		S		2,708 (3)	D	\$ 144.95 (4)	2,280,442	D	
Common Stock	11/09/2021		S		4,420 (3)	D	\$ 145.81 (5)	2,276,022	D	
Common Stock	11/09/2021		S		12,862 (3)	D	\$ 147.03 (6)	2,263,160	D	
Common Stock	11/09/2021		S		28,946 (3)	D	\$ 148.01 (7)	2,234,214	D	
Common Stock	11/09/2021		S		59,419 (3)	D	\$ 148.81 (8)	2,174,795	D	
Common Stock	11/09/2021		S		3,800 (3)	D	\$ 149.77 (9)	2,170,995	D	
Common Stock	11/09/2021		S		2,800 (3)	D	\$ 150.86 (10)	2,168,195	D	
Common Stock	11/09/2021		S		4,502 (3)	D	\$ 152.08 (11)	2,163,693	D	
Common Stock	11/09/2021		S		2,643 (3)	D	\$ 152.9 (12)	2,161,050	D	
Common Stock	11/09/2021		S		1,900 (3)	D	\$ 154.24 (13)	2,159,150	D	
Common Stock	11/09/2021		S		1,000 (3)	D	\$ 155.08 (14)	2,158,150	D	
Common Stock								133,453	I	By Grantor Retained Annuity Trust (15)
Common Stock								200,000	I	By Grantor Retained Annuity Trust 2021A (16)

Common Stock								200,000	I	By Grantor Retained Annuity Trust 2021B (16)
Common Stock								200,000	I	By Grantor Retained Annuity Trust 2021C (16)

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
Stock Option Grant	\$ 2.92	11/09/2021		M			125,000	<u>(17)</u>	12/26/2022	Common Stock	125,000.00	\$ 0	878,457	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Su Lisa T 2485 AUGUSTINE DRIVE SANTA CLARA, CA 95054	X		President & CEO	

Signatures

/s/Linda Lam by Power of Attorney for Lisa T. Su

**Signature of Reporting Person

11/11/2021

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 stock option exercise reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 4, 2020.
Includes: (i) an annuity distribution on November 5, 2021 of 66,547 shares of the Issuer's Common Stock from the Reporting Person's Grantor Retained Annuity Trust (GRAT), dated May 18, 2020, to the Reporting Person; and (ii) the contribution of 600,000 shares of the Issuer's Common Stock to the creation of three GRATs for the Reporting Person, as described in footnotes 15 and 16 below.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 4, 2020.
Transaction executed in multiple trades at prices ranging from \$144.40 to \$145.37 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share.
- (4) The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
Transaction executed in multiple trades at prices ranging from \$145.44 to \$146.42 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share.
- (5) The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
Transaction executed in multiple trades at prices ranging from \$146.44 to \$147.43 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share.
- (6) The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
Transaction executed in multiple trades at prices ranging from \$147.44 to \$148.43 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share.
- (7) The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (8) Transaction executed in multiple trades at prices ranging from \$148.45 to \$149.44 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each

respective price within the range set forth in this footnote.

Transaction executed in multiple trades at prices ranging from \$149.46 to \$150.36 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share.

- (9) The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

Transaction executed in multiple trades at prices ranging from \$150.46 to \$151.41 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share.

- (10) The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

Transaction executed in multiple trades at prices ranging from \$151.52 to \$152.51 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share.

- (11) The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

Transaction executed in multiple trades at prices ranging from \$152.53 to \$153.49 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share.

- (12) The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

Transaction executed in multiple trades at prices ranging from \$153.54 to \$154.53 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share.

- (13) The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

Transaction executed in multiple trades at prices ranging from \$154.60 to \$155.54 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share.

- (14) The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

- (15) On November 5, 2021, 66,547 shares were distributed to the Reporting Person as an annuity.

- (16) On November 5, 2021, the Reporting Person contributed 200,000 shares of the Issuer's Common Stock to a GRAT for which the Reporting Person serves as a trustee and sole annuitant.

- (17) This option vested 33 1/3% on December 26, 2016 and 8 1/3% per quarter over the subsequent eight quarters.

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.