SEC Form 5

FORM 5

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

☐ Form 3 Holdings Reported.

☐ Form 4 Transactions Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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	
OMB Number:	3235-0362
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1. Name and Address of Reporting Person*
Su Lisa T

(Last) (First) (Middle)
2485 AUGUSTINE DRIVE

(Street)
SANTA CLARA CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ADVANCED MICRO DEVICES INC [AMD]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director
10% Owner
X Officer (give title below)
Other (specify below)
Chair, President & CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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) Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/08/2022		G	70,449(1)	D	$0	0	I	By Grantor Retained Annuity Trust
Common Stock							3,055,593(2)	D	
Common Stock							74,471(3)	I	By Grantor Retained Annuity Trust 2021A
Common Stock							137,550(4)	I	By Grantor Retained Annuity Trust 2021B
Common Stock							181,195(5)	I	By Grantor Retained Annuity Trust 2021C
Common Stock							200,000(2)	I	By Grantor Retained Annuity Trust LTS 2022 GRAT A(6)
Common Stock							206,784	I	By Grantor Retained Annuity Trust LTS 2022 GRAT B(6)

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The Reporting Person's May 18, 2020 Grantor Retained Annuity Trust ("GRAT") was terminated and 63,004 shares were distributed to the Reporting Person as the trustee and sole annuitant of the GRAT, reflected on the Reporting Person's Form 4 on August 9, 2022. The remaining 70,449 shares were transferred as a gift.
2. On December 8, 2022, the Reporting Person contributed 200,000 shares of the Issuer's Common Stock to a GRAT (LTS 2022 GRAT A) for which the Reporting Person serves as a trustee and sole annuitant.
3. On December 8, 2022, the Reporting Person transferred 125,529 shares from GRAT 2021A to LTS 2022 GRAT B.
4. On December 8, 2022, the Reporting Person transferred 62,450 shares from GRAT 2021B to LTS 2022 GRAT B.
5. On December 8, 2022, the Reporting Person transferred 18,805 shares from GRAT 2021C to LTS 2022 GRAT B.
6. Reporting Person serves as a trustee and sole annuitant.

Remarks:

/s/Linda Lam by Power of Attorney for Lisa T. Su	02/08/2023
** Signature of Reporting Person	Date

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

* 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.

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 Number.