

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Su Lisa T</u> (Last) (First) (Middle) <u>2485 AUGUSTINE DRIVE</u> (Street) <u>SANTA CLARA CA 95054</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ADVANCED MICRO DEVICES INC [AMD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chair, President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/06/2023</u>	
	4. If Amendment, Date of 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
	Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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	06/06/2023		G		61,266	D	\$0	2,888,902	D	
Common Stock	06/06/2023		M		777,214	A	\$6.98	3,666,116	D	
Common Stock	06/06/2023		S		16,769 ⁽¹⁾	D	\$118.42 ⁽²⁾	3,649,347	D	
Common Stock	06/06/2023		S		2,500 ⁽¹⁾	D	\$119.32 ⁽³⁾	3,646,847	D	
Common Stock	06/06/2023		S		9,645 ⁽¹⁾	D	\$120.6 ⁽⁴⁾	3,637,202	D	
Common Stock	06/06/2023		S		22,850 ⁽¹⁾	D	\$121.55 ⁽⁵⁾	3,614,352	D	
Common Stock	06/06/2023		S		110,748 ⁽¹⁾	D	\$122.47 ⁽⁶⁾	3,503,604	D	
Common Stock	06/06/2023		S		113,106 ⁽¹⁾	D	\$123.56 ⁽⁷⁾	3,390,498	D	
Common Stock	06/06/2023		S		24,382 ⁽¹⁾	D	\$124.14 ⁽⁸⁾	3,366,116	D	
Common Stock	06/06/2023		F		204,046 ⁽⁹⁾	D	\$124.23	3,162,070	D	
Common Stock								74,471	I	By Grantor Retained Annuity Trust 2021A
Common Stock								137,550	I	By Grantor Retained Annuity Trust 2021B
Common Stock								181,195	I	By Grantor Retained Annuity Trust 2021C
Common Stock								200,000	I	By Grantor Retained Annuity Trust LTS 2022 GRAT A
Common Stock								206,784	I	By Grantor Retained Annuity Trust LTS

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			
										2022 GRAT B

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option Grant	\$6.98	06/06/2023		M			777,214	(10)	07/26/2023	Common Stock	777,214	\$0	0	D	

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 8, 2022.
- Transaction executed in multiple trades at prices ranging from \$117.85 to \$118.83 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 \$118.89 to \$119.85 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 \$119.93 to \$120.91 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 \$120.95 to \$121.94 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 \$121.95 to \$122.94 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 \$122.95 to \$123.94 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 \$123.95 to \$124.42 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.
- Represents shares that have been withheld by AMD to pay the exercise price and to satisfy income tax and withholding and remittance obligations in connection with the Reporting Person's exercise of 477,214 stock options and does not represent a sale by the Reporting Person.
- This option vests 33 1/3% on July 26, 2017 and then 8 1/3% per quarter over the subsequent eight quarters.

Remarks:

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

06/08/2023

** 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.