

11. Percent of class represented by amount in row 9

1.8%

12. Type of Reporting person

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ITEM 1 (A). NAME OF ISSUER:

ADVANCED MICRO DEVICES, INC.
(AS SUCCESSOR ENTITY IN CONNECTION
WITH ACQUISITION OF NEXGEN, INC.)

ITEM 1 (B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

ONE AMD PLACE
P.O. BOX 3453
SUNNYVALE CA 94088-3453

ITEM 2 (A). NAME OF PERSON FILING:

COMPAQ COMPUTER CORPORATION

ITEM 2 (B). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

20555 STATE HIGHWAY 249
HOUSTON, TEXAS 77070

ITEM 2 (C). CITIZENSHIP:

DELAWARE

ITEM 2 (D). TITLE OF CLASS OF SECURITIES:

COMMON STOCK

ITEM 2 (E). CUSIP NUMBER:

007903107

ITEM 3. If this statement is filed pursuant to Rules 13d-1(b),
or 13d-2(b), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15
of the Act,
- (b) Bank as defined in Section 3(a) (6) of
the Act,
- (c) Insurance Company as defined in Section
3(a) (19) of the Act,
- (d) Investment Company registered under Section 8
of the Investment Company Act,
- (e) Investment Adviser registered under Section 203
of the Investment Advisers Act of 1940,
- (f) Employee Benefit Plan, Pension Fund which is
subject to the provisions of the Employee
Retirement Income Security Act of 1974 or
Endowment Fund; see 13d-1(b) (1) (ii) (F),
- (g) Parent Holding Company, in accordance with
Rule 13d-1 (b) (ii) (G); see Item 7,
- (h) Group, in accordance with Rule 13d-1 (b) (1) (ii) (H)

Item 4. Ownership.

(a) Amount beneficially owned: 2,445,939

(b) Percent of class: 1.8

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
2,445,939

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 2,445,939

(iv) Shared power to dispose or to direct the disposition of: 0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

1.8%

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: APRIL 17, 1996

Signature: /s/DAVID J. SCHEMPF

David J. Schempf
Corporate Finance, Corporate
Controller & Treasurer