

FORM 4

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

OMB APPROVAL

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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 RUIZ HECTOR		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 type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO						
(Last) (First) (Middle) ADVANCED MICRO DEVICES, INC., ONE AMD PLACE		3. Date of Earliest Transaction (Month/Day/Year) 01/26/2006								
(Street) SUNNYVALE, CA 94088-3453		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	01/26/2006		M		62,500	A	\$ 14.15	324,718	D	
Common Stock	01/26/2006		M		10,417	A	\$ 7.36	335,135	D	
Common Stock	01/26/2006		M		10,416	A	\$ 7.16	345,551	D	
Common Stock	01/26/2006		M		27,576	A	\$ 14.64	373,127	D	
Common Stock	01/26/2006		M		41,670	A	\$ 14.22	414,797	D	
Common Stock	01/26/2006		M		97,230	A	\$ 11.33	512,027	D	
Common Stock	01/26/2006		F		58,834	D	\$ 40.41	453,193	D	
Common Stock	01/26/2006		S		69,600	D	\$ 39.8	383,593	D	
Common Stock	01/26/2006		S		28,700	D	\$ 39.82	354,893	D	
Common Stock	01/26/2006		S		2,600	D	\$ 39.83	352,293	D	
Common Stock	01/26/2006		S		90,070	D	\$ 39.9	262,223	D	

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

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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				
Employee Stock	\$ 14.15	01/26/2006		M		62,500	(1)	10/29/2011	Common Stock	62,500	\$ 0	62,500	D	

Option															
Employee Stock Option	\$ 7.36	01/26/2006		M			10,417	(2)	05/01/2013	Common Stock	10,417	\$ 0	13,889	D	
Employee Stock Option	\$ 7.16	01/26/2006		M			10,416	(2)	08/01/2013	Common Stock	10,416	\$ 0	13,888	D	
Employee Stock Option	\$ 14.64	01/26/2006		M			27,576	04/27/2005	02/02/2014	Common Stock	27,576	\$ 0	97,424	D	
Employee Stock Option	\$ 14.22	01/26/2006		M			41,670	(3)	04/30/2011	Common Stock	41,670	\$ 0	33,330	D	
Employee Stock Option	\$ 11.33	01/26/2006		M			41,670	(3)	07/28/2011	Common Stock	41,670	\$ 0	33,330	D	
Employee Stock Option	\$ 11.33	01/26/2006		M			55,560	(3)	07/28/2011	Common Stock	55,560	\$ 0	44,440	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUIZ HECTOR ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453	X		Chairman and CEO	

Signatures

Hollis M. O'Brien By Power of Attorney

**Signature of Reporting Person

01/30/2006

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) Option vests 50% on 4/25/2005 and 50% on 4/25/2006.
- (2) Option vests 33 1/3% on 5/1/2004 then remaining shares vest monthly through 5/1/2006.
- (3) Option vests 33 1/3% on 4/30/3005 then remaining shares vest monthly through 4/30/2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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