

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 * MCCOY THOMAS M		2. Issuer Name and Ticker or Trading Symbol ADVANCED MICRO DEVICES INC [AMD]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ EVP, Chief Admin Officer						
(Last) (First) (Middle) ADVANCED MICRO DEVICES, INC., ONE AMD PLACE		3. Date of Earliest Transaction (Month/Day/Year) 01/23/2006								
(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	01/23/2006		M		5,000	A	\$ 13.88	40,783	D	
Common Stock	01/23/2006		M		5,000	A	\$ 10.26	45,783	D	
Common Stock	01/23/2006		S ⁽¹⁾		1,000	D	\$ 36.3	44,783	D	
Common Stock	01/23/2006		S ⁽¹⁾		1,000	D	\$ 36.08	43,783	D	
Common Stock	01/23/2006		S ⁽¹⁾		1,000	D	\$ 36.05	42,783	D	
Common Stock	01/23/2006		S ⁽¹⁾		1,000	D	\$ 35.97	41,783	D	
Common Stock	01/23/2006		S ⁽¹⁾		2,000	D	\$ 35.87	39,783	D	
Common Stock	01/23/2006		S ⁽¹⁾		900	D	\$ 35.51	38,883	D	
Common Stock	01/23/2006		S ⁽¹⁾		100	D	\$ 35.5	38,783	D	
Common Stock	01/23/2006		S ⁽¹⁾		1,000	D	\$ 35.48	37,783	D	
Common Stock	01/23/2006		S ⁽¹⁾		1,000	D	\$ 35.18	36,783	D	

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				

Employee Stock Option	\$ 13.88	01/23/2006		M			5,000	07/10/2001	04/30/2008	Common Stock	5,000	\$ 0	70,000	D	
Employee Stock Option	\$ 10.26	01/23/2006		M			5,000	(2)	10/25/2011	Common Stock	5,000	\$ 0	141,242	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCOY THOMAS M ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453			EVP, Chief Admin Officer	

Signatures

Hollis M. O'Brien By Power of Attorney	01/24/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 7, 2005.
- (2) Option vests 12,500 shares on 2/15/2002, 12,500 shares on 5/15/2002, 25,000 shares on 10/25/2004, 50,000 shares on 10/25/2005 and 50,000 shares on 10/25/06.

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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