

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

OMB APPROVAL

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

#### 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

SUNNYVALE, CA 94088-3453  (City)  (State)  (State)  (Zip)	(Finit of Type Responses)											
(Last) (First) (Middle) ADVANCED MICRO DEVICES. INC., ONE AMD PLACE  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 4) (Instr. 4) (Instr. 4)		1			_		AMD]	(Check all applicable)				
SUNNYVALE, CA 94088-3453  (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) (Instr. 8)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  5. Amount of Securities Beneficially Owned Following Reported (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3 and 4) (Instr. 3 and 4)  (Instr. 4)	ADVANCED MICR PLACE	O DEVICES. INC	., ONE AMD	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2008								
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (	SUNNYVALE, CA 9	2	4. If Amendment, Date Original Filed(Month/Day/Year)						_X_ Form filed by One Reporting Person			
(Instr. 3) Date (Month/Day/Year) (Month/	(City)	(Zip)		Table I - N	lon-D	erivative	Securitie	s Acq	uired, Disposed of, or Beneficially Owne	d		
(Month/Day/Year) any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Transaction(s) (Instr. 3 and 4) Form: Direct (D) or Indirect (I) (Instr. 4)	1. Title of Security		2. Transaction	2A. Deemed	3. Transacti	ion	4. Securi	ties Acqu	ired	5. Amount of Securities Beneficially	6.	7. Nature
(Month/Day/Year) (Instr. 3 and 4) Direct (D) or Indirect (I) (Instr. 4)	(Instr. 3)		Date	Execution Date, if	Code		(A) or Di	isposed of	f (D)	Owned Following Reported	Ownership	of Indirect
(Instr. 4) (Instr. 4)			(Month/Day/Year)	any	(Instr. 8)		(Instr. 3,	4 and 5)		Transaction(s)	Form:	Beneficial
(A) or (I)				(Month/Day/Year)						(Instr. 3 and 4)	Direct (D)	Ownership
											or Indirect	(Instr. 4)
Code V Amount (D) Price (Instr. 4)								. ,			(I)	
					Code	V	Amount	(D)	Price		(Instr. 4)	

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 SEC 1474 (9-02) this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(c.g., puts, cans, warrants, options, convertible securities)															
1. Title of	2.	3. Transaction	3A. Deemed	4.	5. Number of		6. Date Exercisable and		7. Title and Amount of		8. Price of	9. Number of	10.	11. Nature	
Derivative	Conversion	Date	Execution Date, if	Transac	tion Derivative		Expiration Date		Underlying Securities		Derivative	Derivative	Ownership	of Indirect	
Security	or Exercise	(Month/Day/Year)	any	Code		Securities		(Month/Day/Year)		(Instr. 3 and 4)		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	)	Acquired (A)							Beneficially	Derivative	Ownership
	Derivative				or Disposed of							Owned	Security:	(Instr. 4)	
	Security					(D)							Following	Direct (D)	
					(Instr. 3, 4,						Reported	or Indirect			
						and 5)						Transaction(s)	(I)		
										Amount			(Instr. 4)	(Instr. 4)	
								Date	Expiration		or				
								Exercisable		Title	Number				
				Code	V	(A)	(D)				of Shares				
Employee															
Stock	\$ 7.41	05/15/2008		Α		100,000		(1)	05/15/2015	Common	100,000	\$ 0	100,000	D	
Option	Ψ 7.11	03/13/2000		2.		100,000			03/13/2013	Stock	100,000	ΨΟ	100,000	D	
RSU	(2)	05/15/2008		Α		200,000		<u>(3)</u>	05/15/2015	Common	200 000	\$ 0	200,000	D	
Award	(2)	03/13/2000		71		200,000			03/13/2013	Stock	200,000	ΨΟ	200,000	D	

## **Reporting Owners**

Donastina Comana Nama / Addana	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
MEYER DERRICK R ADVANCED MICRO DEVICES. INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453	X		President & COO					

## **Signatures**

Faina Medzonsky By Power of Attorney	05/19/2008
**Signature of Reporting Person	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) This option vests 33 1/3% on 5/15/2009 then 8.33% quarterly for the next two years.
- (2) Each restricted stock unit respresents a contingent right to receive one share of common stock.

(3) This award vests 33 1/3% on 8/9/2009 then 33 1/3% annually for the next two years.
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.