FORM 4	
Check this box if no	

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

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

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SEC 1474 (9-02)

#### 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

(Print of Type Responses)											
1. Name and Address of Reporting Person <u>*</u> PALMER ROBERT B	2. Issuer Name and Ticker or Trading Symbol ADVANCED MICRO DEVICES INC [AMD]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) ADVANCED MICRO DEVICES, II AMD PLACE	(Middle) NC., ONE	3. Date of Earliest Tr 12/15/2005	ansaction (M	1onth/	/Day/Year	)		er (specify belo	w)		
(Street) SUNNYVALE, CA 94088-3453	2	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person 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	2. Transaction	2A. Deemed	3. Transacti	ion	4. Securi	ties Acqu	ired	5. Amount of Securities Beneficially	6.	7. Nature	
(Instr. 3)	Date	Execution Date, if	Code		(A) or D	isposed of	f (D)	Owned Following Reported	Ownership	of Indirect	
	any (Instr. 8)			(Instr. 3, 4 and 5)			Transaction(s)	Form:	Beneficial		
		(Month/Day/Year)	ear)					(Instr. 3 and 4)	Direct (D)	Ownership	
									or Indirect	(Instr. 4)	
						(A) or			(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 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

	( <i>e.g.</i> , puts, calls, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Num	mber 6. Date Exercisable and		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature	
Derivative	Conversion	Date	Execution Date, if	Transact	ion	of		Expiration Date		of Underlying E		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		Derivat	tive (Month/Day/Year)		Securities Secu		Security	Securities	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Securiti				(Instr. 3 and 4)		(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Acquire	ed							2	(Instr. 4)
	Security					(A) or							0	Direct (D)	
						Dispose	ed							or Indirect	
						of (D)	4						Transaction(s)		
						(Instr. 3 and 5)	, 4,						(Instr. 4)	(Instr. 4)	
						and 5)									
											Amount				
									Expiration		or				
								Date Exercisable	Date	Title	Number				
				C 1	v						of				
				Code	v	(A)	(D)				Shares				
Stock										Common					
Option	\$ 27.9	12/15/2005		Α		6,250		04/30/2008(1)	12/15/2015	Stock	6,250	\$ 0	6,250	D	
Award										SIOCK					

# **Reporting Owners**

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
PALMER ROBERT B ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453	Х								

### Signatures

R. B. Palmer	
Signature of Reporting Person	

12/16/2005 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) Grant of option to buy 6,250 shares to vest as follows: 33 1/3% on 04/30/2006 then remaining shares vest monthly through 04/30/2008.

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.