FORM 4

(Print or Type Responses)

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

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

1. Name and Address of RICHARD HENR	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				
ADVANCED MIC AMD PLACE	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2006						X_ Officer (give title below) Other (specify below) EVP Chf Sales & Mkt Off				
SUNNYVALE, CA	4	4. If Amendment, Date Original Filed(Month/Day/Year)					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 (Instr. 3)			2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on a indirectly.	separate line for each c	lass of securities be	eneficially owned dir	,							
				į	n thi	s form ar	e not re	quire	e collection of information contair d to respond unless the form displ rol number.		1474 (9-02)
		Table II	Doubyativa Casuuit	ios Assuins	a n	anagad of	ou Done	ficially	Owned		

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

1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Numbe	er	6. Date Exer	cisable and	7. Title and	Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	ion	of Deriva	itive	Expiration I	Date	of Underlyii	ıg	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		Securities	S	(Month/Day	/Year)	Securities		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8))	Acquired				(Instr. 3 and	4)	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					(A) or							Owned	Security:	(Instr. 4)
	Security					Disposed	of						Following	Direct (D)	
						(D)								or Indirect	
						(Instr. 3,	4,						Transaction(s)	* *	
						and 5)							(Instr. 4)	(Instr. 4)	
											Amount				
								Date	Expiration	Title	or Name la sur				
								Exercisable	Date	Title	Number of				
				Code	V	(A)	(D)				Shares				
Restricted										C					
Stock	(1)	02/09/2006		Α		2,500		(2)	(2)	Common	2,500	\$ 0	2,500	D	
Units		0_,00,000				_,				Stock	_,	* *	_,,		
Restricted		02/00/2006				12 500		(2)	02/00/2012	Common	12 500	0.0	12.500	D	
Stock	(1)	02/09/2006		Α		12,500		(2)	02/09/2013	Stock	12,500	\$ 0	12,500	D	
Units															

Reporting Owners

	Dan anting Own an Name / Addison	Relationships							
Reporting Owner Name / Address		Director	10% Owner	Officer	Other				
AI On	CHARD HENRI F DVANCED MICRO DEVICES, INC. NE AMD PLACE JNNYVALE, CA 94088-3453			EVP Chf Sales & Mkt Off					

Signatures

Hollis M. O'Brien By Power of Attorney	02/13/2006		
**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) Each restricted stock unit respresents a contingent right to receive one share of common stock.
- $\textbf{(2)} \ \ \text{The restricted stock units vest 33 1/3\% on 8/9/2006 then 6.6667\% every 3 months thereafter for the next 10 quarters.}$

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.