

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 RICHARD HENRI P		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 Chf Sales & Mkt Off					
(Last) (First) (Middle) ADVANCED MICRO DEVICES, INC., ONE AMD PLACE		3. Date of Earliest Transaction (Month/Day/Year) 04/28/2006							
(Street) SUNNYVALE, CA 94088-3453		4. If Amendment, Date Original Filed(Month/Day/Year) 05/02/2006		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	04/28/2006		M		4,166	A	\$ 0	37,360	D
Common Stock	04/28/2006		M		8,333	A	\$ 0	45,693	D
Common Stock	04/28/2006		F		5,717	D	\$ 32.35	39,976	D
Common Stock	05/01/2006		M		5,742	A	\$ 14.75	45,718	D
Common Stock	05/01/2006		M		1,050	A	\$ 7.36	46,768	D
Common Stock	05/01/2006		M		1,172	A	\$ 7.16	47,940	D
Common Stock	05/01/2006		M		1,172	A	\$ 15.2	49,112	D
Common Stock	05/01/2006		M		1,172	A	\$ 14.64	50,284	D
Common Stock	05/01/2006		M		760	A	\$ 14.22	51,044	D
Common Stock	05/01/2006		M		1,736	A	\$ 11.33	52,780	D
Common Stock	05/01/2006		M		2,930	A	\$ 15.5	55,710	D
Common Stock	05/01/2006		M		1,954	A	\$ 16.66	57,664	D
Common Stock	05/01/2006		M		412	A	\$ 14.16	58,076	D
Common Stock	05/01/2006		M		660	A	\$ 14.16	58,736	D
Common Stock	05/01/2006		S ⁽¹⁾		600	D	\$ 32.38	58,136	D
Common Stock	05/01/2006		S ⁽¹⁾		1,600	D	\$ 32.42	56,536	D
Common Stock	05/01/2006		S ⁽¹⁾		900	D	\$ 32.44	55,636	D
Common Stock	05/01/2006		S ⁽¹⁾		800	D	\$ 32.45	54,836	D
Common Stock	05/01/2006		S ⁽¹⁾		800	D	\$ 32.46	54,036	D
Common Stock	05/01/2006		S ⁽¹⁾		1,400	D	\$ 32.47	52,636	D
Common Stock	05/01/2006		S ⁽¹⁾		900	D	\$ 32.48	51,736	D
Common Stock	05/01/2006		S ⁽¹⁾		200	D	\$ 32.4952	51,536	D
Common Stock	05/01/2006		S ⁽¹⁾		2,200	D	\$ 32.52	49,336	D
Common Stock	05/01/2006		S ⁽¹⁾		900	D	\$ 32.54	48,436	D
Common Stock	05/01/2006		S ⁽¹⁾		1,510	D	\$ 32.55	46,926	D
Common Stock	05/01/2006		S ⁽¹⁾		900	D	\$ 32.56	46,026	D
Common Stock	05/01/2006		S ⁽¹⁾		800	D	\$ 32.57	45,226	D
Common Stock	05/01/2006		S ⁽¹⁾		100	D	\$ 32.5765	45,126	D
Common Stock	05/01/2006		S ⁽¹⁾		600	D	\$ 32.58	44,526	D
Common Stock	05/01/2006		S ⁽¹⁾		800	D	\$ 32.6	43,726	D

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

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	Title	Amount or Number of Shares						
Restricted Stock Unit	\$ 0	04/28/2006		M			4,166	04/28/2006	04/28/2006	Common Stock	4,166	\$ 0	8,334	D			
Restricted Stock Unit	\$ 0	04/28/2006		M			8,333	04/28/2006	04/28/2006	Common Stock	8,333	\$ 0	16,667	D			
Employee Stock Option	\$ 14.75	05/01/2006		M			5,742	04/27/2005	04/01/2012	Common Stock	5,742	\$ 0	39,746	D			
Employee Stock Option	\$ 7.36	05/01/2006		M			1,050	(2)	05/01/2013	Common Stock	1,050	\$ 0	9,300	D			
Employee Stock Option	\$ 7.16	05/01/2006		M			1,172	05/01/2006	08/01/2013	Common Stock	1,172	\$ 0	8,202	D			
Employee Stock Option	\$ 15.2	05/01/2006		M			1,172	04/27/2005	10/31/2013	Common Stock	1,172	\$ 0	8,202	D			
Employee Stock Option	\$ 14.64	05/01/2006		M			1,172	04/27/2005	02/02/2014	Common Stock	1,172	\$ 0	8,202	D			
Employee Stock Option	\$ 14.22	05/01/2006		M			760	(3)	04/30/2011	Common Stock	760	\$ 0	24,410	D			
Employee Stock Option	\$ 11.33	05/01/2006		M			1,736	(3)	07/28/2011	Common Stock	1,736	\$ 0	15,626	D			
Employee Stock Option	\$ 15.5	05/01/2006		M			2,930	04/27/2005	10/25/2011	Common Stock	2,930	\$ 0	4,880	D			
Employee Stock Option	\$ 16.66	05/01/2006		M			1,954	04/27/2005	02/03/2012	Common Stock	1,954	\$ 0	13,664	D			
Employee Stock Option	\$ 14.16	05/01/2006		M			412	(4)	04/28/2012	Common Stock	412	\$ 0	1,671	D			
Employee Stock Option	\$ 14.16	05/01/2006		M			660	(4)	04/28/2012	Common Stock	660	\$ 0	2,674	D			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHARD HENRI P ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453			EVP Chf Sales & Mkt Off	

Signatures

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 19, 2005.
- (2) The option vests 25% on 5/1/04, then monthly through 5/1/07.
- (3) The option vests 33 1/3% on 4/30/05, then monthly through 4/30/07.
- (4) The option vests 33 1/3% on 4/28/06, then monthly through 4/28/08.

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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