(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

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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]						Relationship of Reporting Person(s) to Issuer     (Check all applicable)     Director     10% Owner				
ADVANCED MIC AMD PLACE	CRO DEVICES, IN	3. Date of Earliest Transaction (Month/Day/Year) 07/25/2006					X_ Officer (give title below) Other (specify below) EVP Chf Sales & Mkt Off				
SUNNYVALE, CA	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 - N	on-D	erivative	Securitie	es Acqu	uired, Disposed of, or Beneficially Own	ıed	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		f(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D)	Beneficial Ownership
				Code	V	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
Reminder: Report on a indirectly.	separate line for each of	class of securities be	neficially owned dir	ectly or							
				i	n this	s form ar	e not re	quire	e collection of information contair d to respond unless the form disp rol number.		1474 (9-02)
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### 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	tive	Expiration E	Date	of Underlyin	1g	Derivative	Derivative	Ownership	of Indirect	
Security	or Exercise	(Month/Day/Year)	any	Code	Code Securities		(Month/Day/Year)		Securities		Security	Securities	Form of	Beneficial		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	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)							Reported	or Indirect			
					(Instr. 3, 4,							Transaction(s)	(I)			
					and 5)							(Instr. 4)	(Instr. 4)			
											Amount					
								Date Exercisable	Expiration		or Number					
								Exercisable	Date		of					
				Code	V	(A)	(D)				Shares					
Employee										Common						
Stock	\$ 17.81	07/25/2006		A		6,250		(1)	07/25/2013	Common	6,250	\$ 0	6,250	D		
Option								_		Stock						
Restricted										G						
Stock	(2)	07/25/2006		Α		12,500		(3)	(3)	Common Stock	12.500	\$ 0	12,500	D		
Units	<u> </u>	2.7.2000				,500			_	Stock	,000	- 0	,200			

# **Reporting Owners**

ſ	Denostino Como o Nomo / Adduso	Relationships						
	Reporting Owner Name / Address	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**

Hollis M. O'Brien By Power of Attorney	07/26/2006		
**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) The option vests 33 1/3% on 5/4/2007 then 2.7779% monthly for the next 2 years.
- (2) Each restricted stock unit respresents a contingent right to receive one share of common stock.
- (3) The restricted stock units vest 25% on 5/9/2007 then 6.25% every 3 months thereafter for the next 12 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.