FORM	4
	c

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 or Type Response	es)										
1. Name and Address o RIVET ROBERT J	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	C ONE	3. Date of Earliest Transaction (Month/Day/Year) 01/26/2006						_X_Officer (give title below)Other (specify below) Other (specify below)			
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 - 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)	(Instr. 8)	ion	(A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock		01/26/2006		М		25,000	А	\$ 23.25	52,874	D	
Common Stock		01/26/2006		S		19,000	D	\$ 39.6	33,874	D	
Common Stock		01/26/2006		S		6,000	D	\$ 39.62	27,874	D	

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

(e.g., puts, calls, warrants, options, convertible securities)															
1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Number 6		6. Date Exercisable and		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	tion	of D	Derivative	Expiration Dat	ie	of Underlyin	ng	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		Sec	urities	(Month/Day/Y	ear)	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				0	Direct (D)				
						(D)							or Indirect		
						·	tr. 3, 4,						Transaction(s)	· /	
					and 5)		5)						(Instr. 4)	(Instr. 4)	
											Amount				
								Date	Expiration		or				
								Exercisable	Date	Title	Number				
								Excleisable	Dute		of				
				Code	V	(A)	(D)				Shares				
Employee	:									C					
Stock	\$ 23.25	01/26/2006		М			25,000	10/02/2002	10/02/2010	Common Stock	25,000	\$ 0	175,000	D	
Option							,			Stock	,		,		

## **Reporting Owners**

Derrorting Original Name / Address		Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
RIVET ROBERT J ADVANCED MICRO DEVICES, IN ONE AMD PLACE SUNNYVALE, CA 94088-3453	C.		EVP, CFO						

### Signatures

Robert J. Rivet	01/30/2006	
**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).

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.