## FORM 4

Instruction 1(b).
(Print or Type Responses)

RIVET ROBERT J

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

1. Name and Address of Reporting Person \*

(First)

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

10% Owner Other (specify below)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

#### 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

ADVANCED MICRO DEVICES INC [AMD]

2. Issuer Name and Ticker or Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)

AMD PLACE				11/15/2008									211, 010	, Cni Ops & Ac			
(Street) SUNNYVALE, CA 94088-3453				4. If A	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, any (Month/Day/Yea		n Date, if	Code (Insti		(A) or Disposed (Instr. 3, 4 and 5		Owned Follow Transaction(s) (Instr. 3 and 4)				Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: indirectly.	Report on a s	separate line for each					_	Pers in th a cu	is f rrei	s who respo orm are not ntly valid ON osed of, or Be	required t IB control	o respond number.	of informat unless the	tion containe e form displa	d SEC	1474 (9-02)	
			Table					-	_	onvertible sec	-	Wilcu		1	1	1	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable at Expiration Date (Month/Day/Year)		ate		d Amount of g Securities d 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	Form of Derivative Security: Direct (D) or Indirect	(Instr. 4)	
				Code	v	(A)	(D)	Date Exercisa	ble	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)		
Stock Option Grant	\$ 2.43	11/15/2008		A		55,000		<u>(1)</u>		11/15/2015	Common	55,000	\$ 0	55,000	D		
Stock Option Grant	\$ 2.43	11/15/2008		A		220,000		(2)		11/15/2015	Common	220,000	\$ 0	220,000	D		
RSU Award	\$ 0 <u>(3)</u>	11/15/2008		A		110,000		(4)		11/15/2015	Commo	110,000	\$ 0	110,000	D		

Relationships

EVP, CFO, Chf Ops & Admin Off

Other

Officer

## **Signatures**

RIVET ROBERT J

ONE AMD PLACE

Faina Medzonsky By Power of Attorney	11/18/2008		
Signature of Reporting Person	Date		

Director

10% Owner

## **Explanation of Responses:**

Reporting Owner Name / Address

ADVANCED MICRO DEVICES, INC.

SUNNYVALE, CA 94088-3453

- $\star$  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) This option vests  $33\ 1/3\%$  on 5/15/2009 then 8.33% quarterly for the next two years.
- (2) This option vests 33 1/3% on 11/15/2009 then 8.33% quarterly for the next two years. This option was granted in connection with the reporting person's appointment as Chief Operating & Administrative Officer.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock. This RSU award was granted in connection with the reporting person's appointment as Chief Operating & Administrative Officer.
- (4) This award vests 1/3 on February 9, 2010, 1/3 on February 9, 2011 and 1/3 on February 9, 2012.

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.