

FORM 4

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

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

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 * WINVICK STANLEY W		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) _____ Sr. VP Human Resources						
(Last) (First) (Middle) ADVANCED MICRO DEVICES, INC., ONE AMD PLACE		3. Date of Earliest Transaction (Month/Day/Year) 07/28/2003								
(Street) SUNNYVALE, CA 94088-3453		4. If Amendment, Date Original Filed(Month/Day/Year)		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			

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. SEC 1474 (9-02)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$32.1	07/28/2003		D		50,000 ⁽¹⁾	⁽²⁾	08/16/2010	Common Stock	50,000 ⁽¹⁾	⁽³⁾	0	D	
Employee Stock Option	\$41	07/28/2003		D		100,000 ⁽¹⁾	⁽⁴⁾	04/26/2010	Common Stock	100,000 ⁽¹⁾	⁽⁵⁾	0	D	
Employee Stock Option	\$26.9	07/28/2003		D		6,250	⁽⁶⁾	04/25/2011	Common Stock	6,250	⁽⁷⁾	0	D	
Employee Stock Option	\$7.36	07/28/2003		D		18,750	⁽⁸⁾	05/01/2013	Common Stock	18,750	⁽⁹⁾	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINVICK STANLEY W ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453			Sr. VP Human Resources	

Signatures

Stanley Winvick _____ 09/23/2003
Date

*Signature of Reporting Person

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) Option granted prior to a two-for-one stock split by way of dividend issued August 21, 2000; securities reflected represent post-split share amount.
- (2) The option provides for vesting of 20,000 shares on 4/28/02, and then monthly in equal installments so that all of the shares subject to the option become fully vested on 4/28/03.
- (3) On July 28, 2003 the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on August 16, 2000. In exchange, the reporting person will receive a replacement option on or after January 29, 2004, for the same number of shares, having an exercise price equal to the market price of the underlying stock on the grant date.
- (4) The option provides for vesting of 25,000 shares on 7/25/02, and then monthly in equal installments so that all of the shares subject to the option become fully vested on 7/25/03.
- (5) On July 28, 2003 the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on April 26, 2000. In exchange, the reporting person will receive a replacement option on or after January 29, 2004, for the same number of shares, having an exercise price equal to the market price of the underlying stock on the grant date.
- (6) The option provides for vesting of 1/3 of the shares subject to the option on 4/25/02, and then monthly in equal installments so that all of the shares subject to the option become fully vested on 4/25/04.
- (7) On July 28, 2003 the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on April 25, 2001. In exchange, the reporting person will receive a replacement option on or after January 29, 2004, for the same number of shares, having an exercise price equal to the market price of the underlying stock on the grant date.
- (8) The option provides for vesting of 1/3 of the shares subject to the option on 5/01/04, and then monthly in equal installments so that all of the shares subject to the option become fully vested on 5/1/06.
- (9) On July 28, 2003, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on May 1, 2003. In exchange, the reporting person will receive a replacement option on or after January 29, 2004, for the same number of shares having an exercise price equal to the market price of the underlying stock on the grant date.

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.