

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

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

(Fillit of Type Kespolises)												
1. Name and Address of Reporting Person * BARNES W MICHAEL			2. Issuer Name and Ticker or Trading Symbol ADVANCED MICRO DEVICES INC [AMD]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
ADVANCED MICR AMD PLACE	O DEVICES, INC	ONIE	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2006					er (specify below	w)			
(Street) SUNNYVALE, CA 94088-3453			4. If Amendment, Date Original Filed(Month/Day/Year)					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		2. Transaction	2A. Deemed	3. Transacti	ion	4. Securi	ties Acqu	ired	5. Amount of Securities Beneficially	6.	7. Nature	
(Instr. 3)		Date	Execution Date, if	Code		(A) or D	isposed o	f(D)	Owned Following Reported	Ownership	of Indirect	
		(Month/Day/Year)	any	(Instr. 8)		(Instr. 3, 4 and 5)			Transaction(s)	Form:	Beneficial	
			(Month/Day/Year)	)					(Instr. 3 and 4)	Direct (D)	Ownership	
										or Indirect	(Instr. 4)	
							(A) or			(I)		
				Code	V	Amount	(D)	Price		(Instr. 4)		

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

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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. Num	ber	6. Date Exercisab	ole and	7. Title and Amount		8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	ion	on of		Expiration Date		of Underlying		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		Derivative		(Month/Day/Year)		Securities		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	)	Securities				(Instr. 3 and 4)		(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Acquired							Owned	Security:	(Instr. 4)
	Security					(A) or							Following	Direct (D)	
						Dispose	ed						Reported	or Indirect	
						of (D)							Transaction(s)		
						(Instr. 3	, 4,						(Instr. 4)	(Instr. 4)	
						and 5)									
											Amount				
									F ' '		or				
								Date Exercisable	Expiration Date	Title	Number				
									Date		of				
				Code	V	(A)	(D)				Shares				
Stock															
Option	\$ 34.43	05/05/2006		Α		6,250		05/05/2009(1)	05/05/2016	Common	6,250	\$ 0	6,250	D	
Award	\$ 5 1.15	32, 32, 2000				0,200		03/03/2007	00,00,2010	Stock	0,200	40	0,200	3	

### **Reporting Owners**

D C O N /AU	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
BARNES W MICHAEL ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453	X							

#### **Signatures**

W. Michael Barnes	05/05/2006
**Signature of Reporting Person	Date

## **Explanation of Responses:**

- $\star$  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) Grant of option to buy 6,250 shares to vest as follows: 33 1/3% on 5/05/2007 then remaining shares vest monthly through 5/05/2009.

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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