

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
OMB Number: 3235-0287
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hours per response...

#### 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

	Responses)															
1. Name and Address of Reporting Person * WOLIN HARRY A				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					
	(Last) (First) (Middle) ADVANCED MICRO DEVICES, INC., ONE AMD PLACE			3. Date of Earliest Transaction (Month/Day/Year) 12/01/2005							X_Officer (give title below)Other (specify below) SVP, General Counsel					
(Street)				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					
		94088-3453	(7:)									_ rorm med	by More than O	ne Reporting Ferso	ii	
(City)		(State)	(Zip)			Tal	ble I -	Non-Deriv	vative S	ecuriti	ies Acquire	ed, Dispos	ed of, or Be	neficially Ow	ied	
1.Title of Sec (Instr. 3)	tr. 3) Date		Oate Month/Day/Year)	Execution Date, if C		e, if Co	Code (Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D) Ov ) Tr	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		ted	Ownership (Form: Direct (D)	Beneficial Ownership
							Code	V A	mount	(A) or (D)	Price	Price			or Indirect (I) (Instr. 4)	(IIISU. 4)
Reminder: Re	eport on a sep	parate line for each	class of securities b	eneficially	y owr	ned dire	ectly o	r								
indirectly.								contain	ed in tl	his for	m are no	t require		nd unless the		474 (9-02)
								contain form dis	ed in tl splays osed of,	his for a curr or Ber	rm are no rently vali neficially (	t require id OMB c		nd unless the		474 (9-02)
	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, i	4. Transac Code	etion	<b>s, warı</b> 5. Num	rants, hber tive ties hed	contain form dis	ed in the splays osed of, onvertible ercisable tion Da	or Berole secute	rm are no rently vali neficially (	t required id OMB commed	d to respon ontrol nun	nd unless the nber. 9. Number of	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Natur of Indirec Beneficia
1. Title of Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, i	4. Transac Code	etion	s, warr 5. Num of Deriva Securit Acquir (A) or Dispos of (D) (Instr. 2	rants, on the control of the control	contain form dis ired, Dispo options, co 6. Date Ex and Expira	ed in the splays osed of, onvertible ercisable tion Dairy/Year)	or Berble secure	rm are no rently vali neficially ( urities) 7. Title and of Underlyi Securities	t required id OMB commed	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Natur of Indirec Beneficia Ownershi

### **Reporting Owners**

Paradia O and Name (Addition	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
WOLIN HARRY A ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453			SVP, General Counsel				

#### **Signatures**

Harry A. Wolin	12/05/2005
**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) Each restricted stock unit respresents a contingent right to receive one share of common stock.
- (2) The restricted stock units vest 25% on 2/20/2007 then remaining shares vest every three months thereafter over the next 24 months.

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.