

FORM 4

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☐ 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 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 _X_ Officer (give title below) _____ 10% Owner ____ Other (specify below) SVP, General Counsel		
(Last) (First) (Middle) ADVANCED MICRO DEVICES, INC., ONE AMD PLACE			3. Date of Earliest Transaction (Month/Day/Year) 01/25/2006					
(Street) SUNNYVALE, CA 94088-3453			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)	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	
Common Stock	01/25/2006		M		359	A	\$ 11.69	
Common Stock	01/25/2006		M		359	A	\$ 8.46	
Common Stock	01/25/2006		M		718	A	\$ 5.92	
Common Stock	01/25/2006		M		625	A	\$ 6.67	
Common Stock	01/25/2006		M		22,939	A	\$ 14.86	
Common Stock	01/25/2006		S		22,500	D	\$ 37.34	

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

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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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 11.69	01/25/2006		M			359	04/24/2006 ⁽¹⁾	04/24/2012	Common Stock	359
Employee Stock Option	\$ 8.46	01/25/2006		M			359	04/24/2006 ⁽¹⁾	07/24/2012	Common Stock	359
Employee Stock Option	\$ 5.92	01/25/2006		M			359	04/24/2006 ⁽¹⁾	10/24/2012	Common Stock	359
Employee Stock Option	\$ 5.92	01/25/2006		M			359	04/24/2006 ⁽¹⁾	10/24/2012	Common Stock	359
Employee Stock	\$ 6.67	01/25/2006		M			625	12/18/2006 ⁽²⁾	12/18/2012	Common Stock	625

Option															
Employee Stock Option	\$ 14.86	01/25/2006		M			22,939	04/25/2005	05/15/2010	Common Stock	22,939	\$ 0	14,098	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	01/27/2006
 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).
- (1) This option vests 1,437 shares on 4/24/2003 then remaining shares vest monthly through 4/24/2006.
- (2) This option vests 2,500 shares on 12/18/2003 then remaining shares vest monthly through 12/18/2006.

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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