

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

#### 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

Print or Type Response	s)										
1. Name and Address o WOLIN HARRY A	, .		2. Issuer Name <b>and</b> ADVANCED MI		_		[AMD]		5. Relationship of Reporting Person(s) t (Check all applical		
(Last) ADVANCED MIC AMD PLACE	RO DEVICES, INC	COME	3. Date of Earliest Tr 07/22/2013	ansaction (M	Ionth/	Day/Year	)		X_ Officer (give title below) Oth SVP, GC & Secret	ner (specify below ary	w)
SUNNYVALE, CA	(Street) A 94088-3453	4	4. If Amendment, Da	te Original F	Filed(N	Month/Day/Y	rear)		6. Individual or Joint/Group Filing(Check _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		e)
(City)	(State)	(Zip)		Table I - N	on-D	erivative	Securitie	s Acq	uired, Disposed of, or Beneficially Own	ed	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transacti Code (Instr. 8)		4. Securit (A) or Di (Instr. 3,	sposed of		Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect	Beneficial Ownership
				Code	V	Amount		Price		(I) (Instr. 4)	

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

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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)	Conversion		3A. Deemed Execution Date, if any (Month/Day/Year)	Code	tion	Derivative Securities Acquired (	Derivative Securities (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Derivative Security: Direct (D) or Indirect (I)	Beneficial	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Stock Option Grant	\$ 3.9	07/22/2013		A		195,359		<u>(1)</u>	07/22/2020	Common Stock	195,359	\$ 0	195,359	D	
RSU Award	(2)	07/22/2013		A		81,250		(3)	07/22/2020	Common Stock	81,250	\$ 0	81,250	D	
PRSU Award	<u>(4)</u>	07/22/2013		A		162,500		(5)	<u>(5)</u>	Common Stock	162,500 (4)	\$ 0	162,500	D	

# **Reporting Owners**

Barrandina Oroman Nama / Addinas		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, GC & Secretary						

### **Signatures**

Faina Roeder By Power of Attorney 07/24/2013 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) This option vests 33 1/3% on June 17, 2014 and 8.33% per quarter over the next eight quarters.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (3) This award vests 1/3 on each of August 9, 2014, August 9, 2015 and August 9, 2016.
  - Each PRSU represents a contingent right to receive between 0% and 200% of one share of common stock. The resulting number of shares acquired upon vesting of the PRSU is contingent upon the Company achieving certain pre-established target levels of Non-GAAP operating income plus interest expense over an 18-month performance period commencing on July 1, 2013 and ending on December 31, 2014 (Performance Period), with the initial maximum number of PRSUs that may be earned being equal to 160% of the initial target PRSUs and the initial
- and ending on December 31, 2014 (Performance Period), with the initial maximum number of PRSUs that may be earned being equal to 160% of the initial target PRSUs and the initial minimum number of PRSUs that may be earned being equal to zero. Once the initial PRSU award amount is determined, the PRSUs will then be subject to adjustment based upon the Company's total shareholder return (TSR) relative to the TSR of the S&P 500 IT Sector over the Performance Period, with a maximum negative adjustment of 25% at the 25th percentile, no adjustment at the 50th percentile and a maximum positive adjustment of 125% at the 75th percentile.
  - The reported number of securities represent the initial target number of PRSUs that may be earned based upon the Company achieving certain pre-established target levels of Non-GAAP operating income plus interest expense over an 18-month performance period commencing on July 1, 2013 and ending on December 31, 2014 (Performance Period), with the initial maximum number of PRSUs that may be earned being equal to 2009, of the initial target PRSUs and the initial minimum number of PRSUs that may be earned being equal to 2009.
- number of PRSUs that may be earned being equal to 160% of the initial target PRSUs and the initial minimum number of PRSUs that may be earned being equal to zero. Once the initial PRSU award amount is determined, the PRSUs will then be subject to adjustment based upon a second metric, the Company's total shareholder return (TSR) relative to the TSR of the S&P 500 IT Sector over the Performance Period, with a maximum negative adjustment of 25% at the 25th percentile, no adjustment at the 50th percentile and a maximum positive adjustment of 125% at the 75th percentile.

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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