

INITIAL STATEMENT OF 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 Responses)

1. Name and Address of Reporting Person * EDWARDS WILLIAM T (Last) (First) (Middle) ADVANCED MICRO DEVICES, INC., ONE AMD PLACE (Street) SUNNYVALE, CA 94088-3453 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/04/2004	3. Issuer Name and Ticker or Trading Symbol ADVANCED MICRO DEVICES INC [AMD]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Strategy Officer	5. 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
---	---	---	---	--	---

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	13,394	D	

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option	01/07/2007 ⁽¹⁾	01/07/2012	Common Stock	94,262	\$ 14.86 ⁽²⁾	D	
Employee Stock Option	01/07/2005	01/07/2012	Common Stock	4,000	\$ 0.01	D	
Employee Stock Option	05/01/2008 ⁽³⁾	05/01/2013	Common Stock	12,500	\$ 14.86 ⁽⁴⁾	D	
Employee Stock Option	05/01/2007 ⁽⁵⁾	02/02/2014	Common Stock	37,500	\$ 14.64	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDWARDS WILLIAM T ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453			Chief Strategy Officer	

Signatures

William T. Edwards 02/12/2004

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 94,262 shares to vest as follows: 37,704 shares on 7/28/2004, 28,278 shares on 1/7/2005, 18,852 shares on 1/7/2006 and 9,428 shares on 1/7/2007.
- (2) Pursuant to an agreement between the reporting person and the Issuer, the option granted represents the replacement of an option granted to the reporting person on 1/7/2002 which option was cancelled on July 28, 2003 in exchange for the future grant of a new option.
- (3) Grant of option to buy 12,500 shares to vest as follows: 3,125 shares on 5/1/2005 then remaining shares monthly through 5/1/2008.
- (4) Pursuant to an agreement between the reporting person and the Issuer, the option granted represents the replacement of an option granted to the reporting person on 5/1/2003 which option was cancelled on July 28, 2003 in exchange for the future grant of a new option.
- (5) Grant of option to buy 37,500 shares to vest as follows: 25% on 5/1/2004 then remaining shares monthly through 5/1/2007.

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.