

FORM 4

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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
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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 * SOCKWELL ALLEN R | | 2. Issuer Name and Ticker or Trading Symbol ADVANCED MICRO DEVICES INC [AMD] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) SR VP HR, Chief Talent Officer | |
| (Last) (First) (Middle) ADVANCED MICRO DEVICES, INC., ONE AMD PLACE | | 3. Date of Earliest Transaction (Month/Day/Year) 07/27/2009 | | | |
| (Street) SUNNYVALE, CA 94088-3453 | | 4. 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 | |
| (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 | | | |

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

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. 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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option | \$ 20.83 | 07/27/2009 | | D | | 3,125 | <u>(1)</u> | 10/25/2013 | Common Stock | 3,125 | <u>(2)</u> | 0 | D | |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | | A | | 284 | <u>(3)</u> | 10/25/2013 | Common Stock | 284 | <u>(2)</u> | 284 | D | |
| Employee Stock Option | \$ 14.83 | 07/27/2009 | | D | | 3,125 | <u>(4)</u> | 02/15/2014 | Common Stock | 3,125 | <u>(5)</u> | 0 | D | |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | | A | | 625 | <u>(3)</u> | 02/15/2014 | Common Stock | 625 | <u>(5)</u> | 625 | D | |
| Employee Stock Option | \$ 15.4 | 07/27/2009 | | D | | 3,046 | <u>(6)</u> | 05/15/2014 | Common Stock | 3,046 | <u>(7) (9)</u> | 0 | D | |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | | A | | 406 | <u>(3)</u> | 05/15/2014 | Common Stock | 406 | <u>(7)</u> | 406 | D | |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | | A | | 203 | <u>(8)</u> | 05/15/2014 | Common Stock | 203 | <u>(9)</u> | 203 | D | |
| Employee Stock Option | \$ 11.95 | 07/27/2009 | | D | | 3,047 | <u>(6)</u> | 08/15/2014 | Common Stock | 3,047 | <u>(10) (11)</u> | 0 | D | |

| | | | | | | | | | | | | |
|-----------------------|---------|------------|--|---|-------|-----|------------|--------------|-------|-----------|-----|---|
| Employee Stock Option | \$ 3.8 | 07/27/2009 | | A | 406 | (3) | 08/15/2014 | Common Stock | 406 | (10) | 406 | D |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | | A | 203 | (8) | 08/15/2014 | Common Stock | 203 | (11) | 203 | D |
| Employee Stock Option | \$ 12.7 | 07/27/2009 | | D | 3,046 | (6) | 11/15/2014 | Common Stock | 3,046 | (12) (13) | 0 | D |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | | A | 406 | (3) | 11/15/2014 | Common Stock | 406 | (12) | 406 | D |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | | A | 203 | (8) | 11/15/2014 | Common Stock | 203 | (13) | 203 | D |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SOCKWELL ALLEN R ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453 | | | SR VP HR, Chief Talent Officer | |

Signatures

/s/ Faina Medzonsky By Power of Attorney

**Signature of Reporting Person

07/29/2009

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) The option provided for vesting as follows: 33 1/3% 5/4/2007 then monthly through 5/4/2009.

(2) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 3,125 shares of common stock granted to the reporting person on 10/25/2006. In exchange, the reporting person received a replacement option, for 284 shares, having an exercise price of \$3.80 per share.

(3) The option vests 100% on July 27, 2010.

(4) The option provided for vesting as follows: 33 1/3% 5/4/2007 then 2.7779% monthly for the next two years.

(5) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 3,125 shares of common stock granted to the reporting person on 2/15/2007. In exchange, the reporting person received a replacement option, for 625 shares, having an exercise price of \$3.80 per share.

(6) The option provided for vesting as follows: 33 1/3% 5/15/2008 then 8.33% quarterly for the next two years.

(7) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 2,030 shares of common stock granted to the reporting person on 5/15/2007. In exchange, the reporting person received a replacement option, for 406 shares, having an exercise price of \$3.80 per share.

(8) The option vests as follows: 50% on 7/27/2010 and 50% on 7/27/2011.

(9) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 1,016 shares of common stock granted to the reporting person on 5/15/2007. In exchange, the reporting person received a replacement option, for 203 shares, having an exercise price of \$3.80 per share.

(10) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 2,031 shares of common stock granted to the reporting person on 8/15/2007. In exchange, the reporting person received a replacement option, for 406 shares, having an exercise price of \$3.80 per share.

(11) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 1,016 shares of common stock granted to the reporting person on 8/15/2007. In exchange, the reporting person received a replacement option, for 203 shares, having an exercise price of \$3.80 per share.

(12) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 2,030 shares of common stock granted to the reporting person on 11/15/2007. In exchange, the reporting person received a replacement option, for 406 shares, having an exercise price of \$3.80 per share.

(13) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 1,016 shares of common stock granted to the reporting person on 11/15/2007. In exchange, the reporting person received a replacement option, for 203 shares, having an exercise price of \$3.80 per share.

Remarks:

Form 2 of 2

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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