

(Print or Type Responses)

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

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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

FLECK JAMES D			ADVANCED MICRO DEVICES INC [AMD]								(Check all applicable) Director 10% Owner				
ADVANCED MICRO DEVICES, INC., ONE AMD PLACE				3. Date of Earliest Transaction (Month/Day/Year) 05/03/2008									X Oth	er (specify below	w)
(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				
LE, CA 9											Form filed by	More than One	e Keporting Person		
	(State)	(Zip)				Tabl	le I - Non-De	ivative	Securition	es Acquired	, Disposed	d of, or Ben	eficially Owne	d	
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)			Code (Inst	e (	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D) Own Train	5. Amount of Securities Ben Owned Following Reported Transaction(s) (Instr. 3 and 4)		d (	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
						С	ode V	Amount	(A) or (D)	Price				(I)	(Instr. 4)
tock		05/03/2008				]	M	4,166	A	\$ 0 4,1	66			D	
Derivative Conversion		3A. Deemed Execution Date, if any	(e.g., puts) 4. if Transactio Code		puts, calls, warra  5. Number of Derivative Securities Acquired (A) or		6. Date Exercisable and 7. Expiration Date (Month/Day/Year)			7. Title and Amount of Underlying Securities			Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D)	Beneficia Ownershi (Instr. 4)
					of (D)	3, 4,					Amount				
							Date Exercisable	Expir Date	ation	Title	or Number of				
			Code	V	(A)	(D)			ation	Title	Number				
	Conversion or Exercise Price of Derivative	OCK  Conversion or Exercise trice of Derivative DEVICES, INCE  (Street)  (Street)  (Street)  (State)  (State)  The properties of Date (Month/Day/Year)  (Month/Day/Year)	D MICRO DEVICES, INC., ONE  (Street)  LE, CA 94088-3453  (State)  2. Transaction Date (Month/Day/Year)  ock  05/03/2008  Table II  . One Conversion or Exercise Trice of Derivative  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	D MICRO DEVICES, INC., ONE  (Street)  4. If Am  LE, CA 94088-3453  (State)  2. Transaction Date (Month/Day/Year)  Ock  05/03/2008  Table II - Derivice.g., Inc., ONE  Conversion or Exercise (Month/Day/Year)  Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Execution Date (Month/Day/Year)  (Instr. 8)	D MICRO DEVICES, INC., ONE  (Street)  4. If Amendre LE, CA 94088-3453  (State)  2. Transaction Date (Month/Day/Year)  Ock  05/03/2008  2. Transaction Date (Month/Day/Year)  Ock  05/03/2008  Table II - Derivative (e.g., puts, any (Month/Day/Year)  Table II - Derivative (e.g., puts, any (Month/Day/Year)  Transaction Date (Instr. 8)	D MICRO DEVICES, INC., ONE  (Street)  (Street)  (LE, CA 94088-3453  (State)  (State)  (Zip)  2. Transaction Date (Month/Day/Year)  Ock  05/03/2008  2A. Deemed Execution Date, if any (Month/Day/Year)  Ock  05/03/2008  Table II - Derivative Securities beneficially owned direction of the conversion of the conversion of the execution Date of Derivative decurity  3. Transaction Date (Month/Day/Year)  3A. Deemed Execution Date, if Transaction of Code Operivative decurity (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (A) or Dispo of (D)	D MICRO DEVICES, INC., ONE  (Street)  4. If Amendment, Date Order  LE, CA 94088-3453  (State)  2. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  Ock  05/03/2008  2A. Deemed Execution Date, if Code (Inst. 8)  Cock  05/03/2008  Table II - Derivative Securities Acquired  Transaction Date (e.g., puts, calls, warrange)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Transaction Date (Month/Day/Year)  (Month/Day/Year)  1. October (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrange)  Code (Inst. 8)  Securities Acquired	D MICRO DEVICES, INC., ONE  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (State)  (Zip)  Table I - Non-Device (Instr. 8)  (Month/Day/Year)  Ock  Ock  O5/03/2008  Table I - Non-Device (Instr. 8)  Code  V  Ock  Table II - Derivative Securities Acquired, Disposed of (D)  Table II - Derivative Securities	D MICRO DEVICES, INC., ONE  (Street)  4. If Amendment, Date Original Filed(Month/Day/Next)  LE, CA 94088-3453  (State)  (Zip)  Table I - Non-Derivative Execution Date, if (Month/Day/Year)  (Month/Day/Year)  Ock  05/03/2008  2A. Deemed Execution Date, if (Instr. 8)  Code (Instr. 8)  Code V Amount  Ock  05/03/2008  M 4,166  Ort on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who in this form an a currently variance of (e.g., puts, calls, warrants, options, converting any (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Securities Acquired (Month/Day/Year)  (Month/Day/Year)  A. Deemed Execution Date, if Transaction of Code (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Occurrently variants, options, converting any (Month/Day/Year)  (Month/Day/Year)	D MICRO DEVICES, INC., ONE  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  LE, CA 94088-3453  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of (Instr. 8)  (A) or (D)  Persons who responsing this form are not reactive a currently valid OME  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Securities Acquired (A) or Disposed of (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Beneficial Securities Acquired (A) or Disposed of (Instr. 8)  Table II - Derivative Securities Acquired (B) Date (B) Date (B) Date (Code (Instr. 8)  Transaction Date (B) Number (Code (Instr. 8)  Transaction Of (B) Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year)  Transaction Date (Instr. 8)  Transaction Of Date (Month/Day/Year)  Transaction Of Date (Month/Day/Year)	D MICRO DEVICES, INC., ONE  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (State)  (Zip)  Table 1 - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Instr. 4, 166   A   \$0   4, 1    Ort on a separate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)  Table II - Derivative Securities Acquired (A) or Disposed of (D)	D MICRO DEVICES, INC., ONE  (Street)  (Street)  (State)  (State)  (Zip)  (Zip)  (Zip)  (A) Deemed Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (State)  (Zip)  (Zip)  (Zip)  (A) Deemed Execution Date, if (Month/Day/Year)  (	D MICRO DEVICES, INC., ONE  (Street)  LE, CA 94088-3453  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  (	DMICRO DEVICES, INC., ONE O5/03/2008  4. 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Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
FLECK JAMES D ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453				Chairman, AMD Canada			

## **Signatures**

Faina Medzonsky By Power of Attorney	05/06/2008		
**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).

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.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Harry A. Wolin, Patricia K. Wells and Faina Medzonsky, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of AMD, Inc. (the Company), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange

  Commission and any stock exchange or similar authority; and
- take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of May 2007.

Signature

James D. Fleck