

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person GRASBY PAUL DARREN			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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP & CSO, President EMEA		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2020			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		
(Street) SANTA CLARA, CA 95054			4. If Amendment, Date Original Filed (Month/Day/Year)					
(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	02/15/2020		M		33,985	A	\$ 0	61,098	D	
Common Stock	02/15/2020		M		3,861	A	\$ 0	64,959	D	
Common Stock	02/18/2020		S		17,922 (1)	D	\$ 54.9	47,037	D	

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

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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
Restricted Stock Units	(2)	02/15/2020		M		33,985		(3)	(3)	Common Stock	33,985.00	\$ 0	33,987	D	
Restricted Stock Units	(2)	02/15/2020		M		3,861		(4)	(4)	Common Stock	3,861.00	\$ 0	7,723	D	
PRSU Award	(5)	02/15/2020		A		39,992		(6)	(6)	Common Stock	39,992.00	\$ 0	39,992	D	
RSU Award	(2)	02/15/2020		A		39,992		(7)	(7)	Common Stock	39,992.00	\$ 0	39,992	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRASBY PAUL DARREN 2485 AUGUSTINE DRIVE SANTA CLARA, CA 95054			SVP & CSO, President EMEA	

Signatures

/s/Paul Darren Grasby 02/19/2020
**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) Represents shares automatically sold pursuant to an irrevocable sell to cover election to satisfy tax withholding obligations in connection with the vesting and settlement of the Reporting Person's Restricted Stock Units ("RSUs").
- (2) Each RSU represents a contingent right to receive one share of AMD's common stock.
- (3) The RSUs vest 1/3 on each of February 15, 2019, 2020 and 2021.
- (4) The RSUs vest 1/3 on each of February 15, 2020, 2021 and 2022.

Between 0% and 250% of the target number of PRSUs may be earned depending on (a) the return on AMD's stock price relative to the return on the S&P 500 Index over the performance period that began on August 9, 2019 and ends on August 9, 2022, (b) the absolute return on AMD's stock price over the performance period, and (c) AMD's non-GAAP earnings per share growth from its

- (5) 2019 to 2021 fiscal years. Notwithstanding, the maximum number of PRSUs that may be earned is limited to (x) twelve times the target value of the PRSU award, divided by (y) the closing price of AMD's stock on the last day of the performance period. Vesting of any earned PRSUs is generally subject to the Reporting Person's continued employment and/or service with AMD through August 9, 2022 (or the one-year anniversary of a change in control, if earlier).
- The actual number of PRSUs that may be earned, if at all, will be determined by the Compensation and Leadership Resources Committee ("Compensation Committee") based on AMD's actual
- (6) performance with respect to the performance vesting conditions described in footnote 5, above. Earned and vested PRSUs will generally be settled on the later of August 16, 2022 or the date following the Compensation Committee's determination of performance.
 - (7) The RSUs vest 1/3 on each of February 15, 2021, 2022 and 2023.

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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