

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

Current Report Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (date of earliest event reported): June 20, 1996

ADVANCED MICRO DEVICES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE ----- (State or other jurisdiction of incorporation)	1-7882 ----- (Commission File Number)	94-1692300 ----- (I.R.S. Employer Identification No.)
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One AMD Place, P.O. Box 3453 Sunnyvale, California ----- (address of principal executive offices)	94088-3453 ----- (Zip Code)
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Registrant's telephone number, including area code:	(408) 732-2400 -----
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Item 5. Other Events

On June 20, 1996, Advanced Micro Devices, Inc. announced that it expects to report a second quarter loss on revenues below Wall Street expectations and lower than the immediate-prior quarter.

Cautionary Statement Regarding Forward Looking Statements

The statements in the press release attached to this report as Exhibit 99 that are forward looking are based on current expectations, and actual results may differ materially. The forward looking statements include the expectations of the Company that it will report a second quarter loss on revenues below Wall Street expectations and lower than the immediate quarter, that its total sales will decline by more than 15% from its first quarter, and that more than half of this revenue decrease will have been attributable to a decline in sales of Flash memory products in the face of soft demand and sharply lower prices. These forward looking statements are based on the Company's present expectations concerning second quarter results but such statements involve numerous risks and uncertainties that actual results differ materially. Such risks and uncertainties include the fact that the Company's expectations regarding second quarter results as expressed in the attached Exhibit 99 are based on the Company's operations through June 20, 1996, the date of the attached press release. There can be no assurance that the operations of the Company between June 20, 1996 and the end of the second quarter may not cause the actual results to differ materially. In addition, such actual results are subject to other risks and uncertainties, including but not limited to, continued demand for AMD's microprocessor and Flash memory products; the effect of changing general and industry-specific economic conditions; and such risks and uncertainties as are detailed from time to time in AMD's Securities and Exchange Commission reports and filings.

Item 7. Financial Statements and Exhibits

(c) Exhibits:

99 Press release dated June 20, 1996

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ADVANCED MICRO DEVICES, INC.
(Registrant)

Date: June 21, 1996

By: /s/ Marvin D. Burkett

Marvin D. Burkett
Senior Vice President, Chief
Financial and Administrative
Officer and Treasurer

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Exhibit Index

Exhibit Number

Exhibit

99

Press release dated June 20, 1996

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NEWS RELEASE

[LETTERHEAD OF AMD]
For further information:
Tom Stites
(408) 749-2918

AMD EXPECTS SECOND QUARTER SALES DECLINE

SUNNYVALE, CA--JUNE 20, 1996--AMD announced today that it expects to report a second quarter loss on revenues below Wall Street expectations and lower than the immediate-prior quarter.

The company said it expects total sales will decline by more than 15 percent from its first quarter. More than half of this revenue decrease is attributable to a decline in sales of flash memory products in the face of soft demand and sharply lower prices.

AMD is global supplier of integrated circuits for the personal and networked computer and communications markets. A Fortune 500 company, AMD produces processors, flash memories, programmable logic devices, and products for communications and networking applications. Founded in 1969, AMD is based in Sunnyvale, California, and has sales and manufacturing facilities worldwide. The company had revenues of \$2.5 billion in 1995 (NYSE: AMD).

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WORLD WIDE WEB: Press announcements and other information about AMD are available on the Internet via the World Wide Web. Type <http://www.amd.com> at the URL prompt.

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AMD news release #96CORP17