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): January 16, 2002

ADVANCED MICRO DEVICES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE 1-7882 94-1692300
-----(State or other jurisdiction (Commission (I.R.S. Employer of incorporation) File Number) Identification No.)

One AMD Place, P.O. Box 3453

Sunnyvale, California 94088-3453
-----(address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

(408) 732-2400

Item 5. Other Events.

On January 16, 2002, AMD reported that net sales for the quarter ended December 30, 2001 grew by 24 percent sequentially.

Led by record unit and record dollar sales of PC processors, AMD reported fourth quarter net sales of \$951,873,000, which resulted in a net loss of \$15,842,000, or \$0.05 per share.

Net sales for the third quarter of 2001 were \$765,870,000, which resulted in a pro forma net loss of \$97,424,000, or a pro forma net loss of \$0.28 per share (excluding the effects of restructuring and other special charges amounting to \$89.3 million, impaired investments of \$22 million, and additional inventory provisions amounting to \$6.9 million.)

In the fourth quarter of 2000, AMD reported net sales of \$1,175,172,000 and net income of \$177,968,000, or \$0.53 per diluted share.

For the full year ended December 30, 2001, AMD reported net sales of \$3,891,754,000, a decline of 16 percent as compared to 2000, resulting in net income of \$28,924,000, or \$0.09 per diluted share on a pro forma basis. When the effects of restructuring and other special charges, impaired investments and additional inventory provisions are included, the company incurred a net loss in 2001 of \$60,581,000, or \$0.18 per share.

In 2000 AMD reported net sales of \$4,644,187,000 and net income of \$983,026,000, or \$2.89 per diluted share. Results for 2000 included a one-time net gain of \$189,202,000 from the sale of the company's voice communications business and a one-time charge associated with the retirement of senior secured notes. Pro forma net income for 2000 excluding the one-time net gain above was \$793,824,000, or \$2.35 per diluted share.

The company reported that fourth quarter unit sales of AMD processors for mobile PC applications increased by more than 50 percent sequentially.

The company also reported that it commenced production of AMD Athlon processors on 130-nanometer (0.13-micron) technology in Fab 30 in Dresden, Germany during the quarter.

AMD reported that Memory Group sales - principally flash memory products - declined by approximately 7 percent sequentially in the face of continued weak demand from the networking and communications sector.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

Number Exhibit

99.1 Financial Statements

SIGNATURES

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.

Date: January 23, 2002 By: /s/ Robert J. Rivet

Robert J. Rivet

Senior Vice President, Chief Financial

Officer

Exhibit Index

Number Exhibit

99.1 Financial Statements

Advanced Micro Devices, Inc. CONSOLIDATED BALANCE SHEETS (Thousands)

<table></table>
<caption></caption>

<caption></caption>	Dec 30.	Sept. 30,	December
31,	2001	2001	2000*
	2001		
	(unaudited)	(unaudited)	
<s> Assets</s>	<c></c>	<c></c>	<c></c>
Current assets:			
Cash, cash equivalents and short-term investments 1,293,165	\$ 869,997	\$ 903,534	\$
Accounts receivable, net 547,200	659,783	588,563	
Inventories	380,474	449,078	
343,541 Deferred income taxes	155,898	168,846	
218,527 Prepaid expenses and other current assets	286,957	289 , 722	
255,256			
Total current assets 2,657,689	2,353,109	2,399,743	
Property, plant and equipment, net	2,739,138	2,715,292	
2,636,467 Investment in joint venture	363,611		
261,728	•		
Other assets 211,851	191,384	227,819	
E 767 73E	\$ 5,647,242	\$ 5,739,205	\$
5,767,735			
===			
Liabilities and Stockholders' Equity			
Current liabilities: Accounts payable	\$ 304,990	\$ 369,064	\$
477,369		143,987	*
Accrued compensation and benefits 172,815	129,042	•	
Accrued liabilities 276,721	443,995	382 , 797	
Income tax payable 74,806	56,234	49,591	
Deferred income on shipments to distributors 92,828	47,978	34,620	
Current portion of long-term debt, capital	221 600	100 407	
lease obligations and other 129,570	331,698	192,487	
Total current liabilities	1,313,937	1,172,546	
1,224,109			
Deferred income taxes 203,986	105,305	139,850	
Long-term debt, capital lease obligations and other, less current portion	672,945	796,021	
1,167,973	2,2,310	,	
Stockholders' equity:			
Capital stock: Common stock, par value	3,405	3,471	
3,141 Capital in excess of par value	1,889,217	1,959,483	
	1,000,21	_, , , , , , , , , , , , , , , , , , ,	

5,767,735 ====================================			
	\$ 5,647,242	\$ 5,739,205	\$
Total stockholders' equity 3,171,667	3,555,055	3,630,788	
1,406,290 Retained earnings 1,856,261 Accumulated other comprehensive loss (94,025)	1,795,680 (133,247)	1,811,522 (74,851)	

</TABLE>

*Derived from the December 31, 2000 audited financial statements of Advanced Micro Devices, Inc.

Advanced Micro Devices, Inc. CONSOLIDATED STATEMENTS OF OPERATIONS (Thousands except per share amounts)

<table> <caption></caption></table>		Quarter Ended (Unaudited)		Year Ended (Unaudited)	
	Dec. 30, 2001	Sept. 30, 2001	Dec. 31, 2000	Dec. 30, 2001	Dec. 31, 2000*
	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>
Net sales		\$ 765,870			
Cost of sales	644,662			2,589,747	
Research and development Marketing, general and administrative Restructuring and other special charges	160,871 163,684	161,185 150,918 89,305	162,088 160,753	650,930 620,030 89,305	
	969,217	995,464	980,144	3,950,012	3,755,451
Operating income (loss)	(17,344)	(229,594)	195,028	(58,258)	888,736
Gain on sale of Legerity Interest and other income (expense), net Interest expense (60,037)	5,784 (9,570)			25,695 (61,360)	336,899 86,301
<pre>Income (loss) before income taxes, equity in joint venture and extraordinary item</pre>	(21,130)	(250,760)	200,544	(93,923)	1,251,899
Provision (benefit) for income taxes	(5,705)	(65,018)	30,082	(14,463)	256,868
<pre>Income (loss) before equity in joint venture and extraordinary item</pre>	(15, 425)	(185,742)	170,462	(79,460)	995,031
Equity in net income (loss) in joint venture	(417)	(1,187)	7,570	18,879	11,039
Income (loss) before extraordinary item	(15,842)	(186,929)	178,032	(60,581)	1,006,070
<pre>Extraordinary item - loss on debt retirement, net of tax benefit</pre>	-	-	64	-	23,044

Net income (loss)	\$ (15,842)	\$(186,929)	\$ 177,968	\$ (60,581)	\$ 983,026
Net income (loss) per common share					
Basic: Income (loss) before extraordinary item Net income (loss)	\$ (0.05) \$ (0.05)		\$ 0.57 \$ 0.57	\$ (0.18) \$ (0.18)	
Diluted: Income (loss) before extraordinary item Net income (loss)	\$ (0.05) \$ (0.05)		\$ 0.53 \$ 0.53	\$ (0.18) \$ (0.18)	
Shares used in per share calculation					
- Basic - Diluted	340,119 340,119	,	,	332,407 332,407	•

</TABLE>

^{*}Derived from the December 31, 2000 audited financial statements of Advanced Micro Devices, Inc.