

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ADVANCED MICRO DEVICES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

94-1692300

(STATE OR OTHER JURISDICTION
OF INCORPORATION OR ORGANIZATION)

(I.R.S. EMPLOYER IDENTIFICATION NO.)

ONE AMD PLACE, SUNNYVALE, CALIFORNIA

94088-3453

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(ZIP CODE)

ADVANCED MICRO DEVICES, INC. 1991 STOCK PURCHASE PLAN

(FULL TITLE OF THE PLANS)

THOMAS M. MCCOY
VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
ADVANCED MICRO DEVICES, INC., ONE AMD PLACE,
SUNNYVALE, CALIFORNIA 94088-3453

(NAME AND ADDRESS OF AGENT FOR SERVICE)

(408) 732-2400

(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

<TABLE>
<CAPTION>

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
<S> Common Stock, \$.01 par value	<C> 1,500,000	<C> \$35.875/1/	<C> \$53,812,500	<C> \$16,307

1 Estimated solely for the purpose of determining the registration fee, computed in accordance with Rule 457(h) and Rule 457(c) on the basis of the average of the reported high and low prices for the Common Stock on the New York Stock Exchange on August 11, 1997, 1997.

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The contents of the registration statement identified by file number 33-39747 and 333-00969, are hereby incorporated by reference.

ITEM 8. EXHIBITS

See Index to Exhibits

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Sunnyvale, California, on this 14th day of August, 1997.

/s/ Marvin D. Burkett
 By _____
 Marvin D. Burkett
 Senior Vice President
 Chief Financial and Administrative
 Officer and Treasurer

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints W.J. Sanders III and Marvin D. Burkett, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ W.J. Sanders III ----- W.J. Sanders III	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	August 14, 1997
/s/ Richard Previte ----- Richard Previte	Director, President and Chief Operating Officer	August 14, 1997
/s/ S. Atiq Raza ----- S. Atiq Raza	Director, Vice President and Chief Technical Officer	August 14, 1997
/s/ Friedrich Baur ----- Friedrich Baur	Director	August 14, 1997
/s/ Charles M. Blalack ----- Charles M. Blalack	Director	August 14, 1997
/s/ R. Gene Brown ----- R. Gene Brown	Director	August 14, 1997
/s/ Joe L. Roby ----- Joe L. Roby	Director	August 14, 1997
/s/ Leonard Silverman ----- Leonard Silverman	Director	August 14, 1997
/s/ Marvin D. Burkett ----- Marvin D. Burkett	Senior Vice President, Chief Financial and Administrative Officer and Treasurer (Principal	August 14, 1997

EXHIBIT INDEX

<TABLE>
<CAPTION>

Exhibit No.	Exhibit Name
-----	-----
<S>	<C>
5	Opinion of Counsel; Bronson, Bronson & McKinnon
23.1	Consent of Ernst & Young LLP, Independent Auditors
23.2	Consent of Counsel (See Exhibit 5)
24	Power of Attorney (see signature pages)
99.1	Advanced Micro Devices, Inc. 1991 Stock Purchase Plan, filed as an appendix to the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on March 20, 1997, is hereby incorporated by reference.

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[LETTERHEAD OF BRONSON, BRONSON & MCKINNON LLP APPEARS HERE]

August 15, 1997

Board of Directors
Advanced Micro Devices, Inc.
One AMD Place
Sunnyvale, California 94088

Re: Advanced Micro Devices, Inc. 1991 Stock Purchase Plan

Gentlemen:

We refer to the Registration Statement on Form S-8 to be filed by Advanced Micro Devices, Inc. (the "Company") with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to 1,500,000 shares of the Company's common stock, \$.01 par value ("Common Stock"), issuable under the Company's 1991 Stock Purchase Plan (the "AMD SPP"). As counsel to the Company, we have examined such questions of law and such corporate records and other documents as we have considered necessary or appropriate for the purposes of this opinion. On the basis of the foregoing, we advise you that in our opinion the shares of Common Stock issuable under the AMD SPP have been duly and validly authorized and, when issued and sold in the manner contemplated by the AMD SPP, will be validly issued, fully paid, and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Bronson, Bronson & McKinnon LLP

Bronson, Bronson & McKinnon LLP

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Advanced Micro Devices, Inc. 1991 Stock Purchase Plan of our reports dated January 9, 1997, with respect to the consolidated financial statements of Advanced Micro Devices, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended December 29, 1996, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
August 13, 1997