

# 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<br><b>MEYER DERRICK R</b>                 |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>ADVANCED MICRO DEVICES INC [AMD]</b>  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>President &amp; COO</b> |  |
| (Last) (First) (Middle)<br><b>ADVANCED MICRO DEVICES. INC., ONE<br/>AMD PLACE</b> |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>05/01/2006</b>                   |  |  |  |
| (Street)<br><b>SUNNYVALE, CA 94088-3453</b>                                       |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                  |  |
| (City) (State) (Zip)  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |  |

| 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                    | 05/01/2006                           |  | M                              |   | 4,300   | A          | \$ 11.69  | 69,616  | D  |   |
| Common Stock                    | 05/01/2006                           |  | M                              |   | 450   | A          | \$ 9.72   | 70,066  | D  |   |
| Common Stock                    | 05/01/2006                           |  | M                              |   | 1,000   | A          | \$ 7.36   | 71,066  | D  |   |
| Common Stock                    | 05/01/2006                           |  | M                              |   | 1,000   | A          | \$ 7.16   | 72,066  | D  |   |
| Common Stock                    | 05/01/2006                           |  | M                              |   | 2,000   | A          | \$ 11.33  | 74,066  | D  |   |
| Common Stock                    | 05/01/2006                           |  | S(1)                           |   | 2,463   | D          | \$ 32.656 | 71,603  | D  |   |
| Common Stock                    | 05/01/2006                           |  | S(1)                           |   | 2,466   | D          | \$ 32.569 | 69,137  | D  |   |
| Common Stock                    | 05/01/2006                           |  | S(1)                           |   | 3,821   | D          | \$ 32.373 | 65,316  | 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   | Amount or Number of Shares |  |  |  |  |
| Employee Stock Option                      | \$ 11.69   | 05/01/2006                           |  | M                              |   | 1,300   |     | 04/10/2002   | 03/26/2008      | Common Stock  | 1,300                      | \$ 0                                       | 5,200  | D  |  |
| Employee Stock Option                      | \$ 9.72  | 05/01/2006                           |  | M                              |   | 450   |     | 08/15/2002   | 08/15/2008      | Common Stock  | 450                        | \$ 0                                       | 1,800  | D  |  |
| Employee Stock Option                      | \$ 11.69   | 05/01/2006                           |  | M                              |   | 3,000   |     | 04/25/2006   | 04/24/2012      | Common Stock  | 3,000                      | \$ 0                                       | 12,000   | D  |  |
| Employee Stock                             | \$ 7.36  | 05/01/2006                           |  | M                              |   | 1,000   |     | 05/01/2006   | 05/01/2013      | Common Stock  | 1,000                      | \$ 0                                       | 4,000  | D  |  |

|                       |          |            |  |   |  |  |       |            |            |              |       |      |        |   |
|-----------------------|----------|------------|--|---|--|--|-------|------------|------------|--------------|-------|------|--------|---|
| Option                |          |            |  |   |  |  |       |            |            |              |       |      |        |   |
| Employee Stock Option | \$ 7.16  | 05/01/2006 |  | M |  |  | 1,000 | 05/01/2006 | 08/01/2013 | Common Stock | 1,000 | \$ 0 | 4,000  | D |
| Employee Stock Option | \$ 11.33 | 05/01/2006 |  | M |  |  | 2,000 | (2)        | 07/28/2011 | Common Stock | 2,000 | \$ 0 | 20,500 | D |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| MEYER DERRICK R<br>ADVANCED MICRO DEVICES. INC.<br>ONE AMD PLACE<br>SUNNYVALE, CA 94088-3453 |               |           | President & COO |       |

## Signatures

|  |                     |
|--|---------------------|
| Derrick Meyer                                | 05/02/2006          |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

## 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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 31, 2006

(2) This option vests 33 1/3 % on 4/30/2005 then remaining shares vest monthly through 4/30/2007.

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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