
**UNITED STATES
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

January 12, 2006
Date of Report (Date of earliest event reported)

ADVANCED MICRO DEVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

001-07882
(Commission File Number)

94-1692300
(IRS Employer
Identification Number)

One AMD Place
P.O. Box 3453
Sunnyvale, California 94088-3453
(Address of principal executive offices) (Zip Code)

(408) 749-4000
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.04. Triggering Events that Accelerate or Increase a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement; Item 8.01. Other Events.

On January 12, 2006, pursuant to the Indenture dated January 29, 2002, between Advanced Micro Devices, Inc. (the "Company") and the Bank of New York, as Trustee (the "Indenture") relating to the 4.75% Convertible Senior Debentures Due 2022 (the "Debentures"), the Company announced that it notified the Trustee and the holders of the Debentures that on February 6, 2006 (the "Redemption Date") the Company will redeem all outstanding Debentures at a redemption price of 101.583% of the principal amount outstanding, plus accrued but unpaid interest, if any, to, but excluding, the Redemption Date. As of January 11, 2006, approximately \$500 million aggregate principal amount of the Debentures was outstanding. The announcement of the notice of redemption was made by the Company in its press release dated January 12, 2006, filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

99.1 Press Release dated January 12, 2006

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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 12, 2006

By: /s/ Faina Medzonsky

Name: Faina Medzonsky

Title: Assistant Secretary

NEWS RELEASE

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**ADVANCED MICRO DEVICES, INC. ANNOUNCES REDEMPTION
OF 4.75% CONVERTIBLE SENIOR DEBENTURES DUE 2022**

SUNNYVALE, Calif. – January 12, 2006 – Advanced Micro Devices, Inc. (AMD) announced today that it will redeem all outstanding principal amount of its 4.75% Convertible Senior Debentures Due 2022 (the “Debentures”) (as of January 11, 2006, approximately \$500 million) on February 6, 2006. The notice of redemption was mailed to the holders of the Notes on or about January 12, 2006.

Questions regarding the redemption should be directed to The Bank of New York, the trustee under the indenture governing the Debentures, at The Bank of New York, Corporate Trust Division, 101 Barclay Street, 8W, New York, NY 10286.

About AMD

Advanced Micro Devices (NYSE: AMD) is a leading global provider of innovative microprocessor solutions for computing, communications and consumer electronics markets. Founded in 1969, AMD is dedicated to delivering superior computing solutions based on customer needs that empower users worldwide. For more information visit www.amd.com.

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