

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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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

| | 2. Issuer Name and Ticker or Trading Symbol ADVANCED MICRO DEVICES INC [AMD] | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | | |
|---|---|--|---|---|--|---|---|--|--|---|--|--|---|
| (Middle) C., ONE | | · · · · · · · · · · · · · · · · · · · | | | | | | | | re title below) | | |) |
| | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person | | | | |
| (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or | | | | | | l of, or Bend | eficially Owned | l | | | | |
| 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Yea | | | | f Co | Code | | or Disposed of str. 3, 4 and 5) | f (D) Ow Tra | Owned Following Reported Transaction(s) (Instr. 3 and 4) | | d | Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Table I | | | | | in the a cu | his fo urren Dispo | orm are not re tly valid OMB sed of, or Bene | quired to control r | respond umber. | | | | 474 (9-02) |
| 1. Title of Derivative Security (Instr. 3) 1. Title of Conversion or Exercise (Month/Day/Year) 2. | | Transaction of Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) | | | Expiration Date of Ut (Month/Day/Year) Secu (Instr | | | | Underlying ecurities | | Derivative Securities Beneficially Owned Following Reported | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | V | (A) | (D) | Date Exerci | sable | Expiration Date | Title | Amount or Number of Shares | | | | |
| | Code | | | | | | | | _ | | | | |
| 1 | (Zip) 2. Transaction Date (Month/Day/Year lass of securities be Table I A. Deemed xecution Date, if | ADV C., ONE 3. Date 12/15 4. If A (Zip) 2. Transaction Date (Month/Day/Year) lass of securities benefician Table II - Der (e.g. A. Deemed execution Date, if any code Transaction Transaction Table II - Der (c.g. A. Deemed execution Date, if any code Transaction Table II - Der (c.g. Code | ADVANG (Middle) C., ONE 3. Date of E 12/15/200 4. If Amend 2A. Deen Execution any (Month/Day/Year) A. Deemed Execution Date, if ny Month/Day/Year) 4. Transaction Code (Instr. 8) | ADVANCED M C., ONE 3. Date of Earliest 12/15/2005 4. If Amendment, I 2A. Deemed Execution Date, if any (Month/Day/Year) Lass of securities beneficially owned divided in the control of the control | ADVANCED MICI (Middle) C., ONE 3. Date of Earliest Trans 12/15/2005 4. If Amendment, Date of Execution Date of Execution Date, if any (Month/Day/Year) Lass of securities beneficially owned directly | ADVANCED MICRO DEVICE. 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| Demonting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| BARNES W MICHAEL ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453 | X | | | | | |

Signatures

| W. M. Barnes | 12/16/2005 | | | | |
|-------------------------------|------------|------|--|--|--|
| Signature of Reporting Person | | Date | | | |

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) Grant of option to buy 6,250 shares to vest as follows: 33 1/3% on 4/30/2006 then remaining shares vest monthly through 4/30/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.