

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>WOLIN HARRY A</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><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>SVP, General Counsel</b> |  |  |
| (Last) (First) (Middle)<br><b>ADVANCED MICRO DEVICES, INC., ONE AMD PLACE</b> |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/25/2006</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                    | 01/25/2006                           |  | M                              |   | 359   | A          | \$ 11.69 | 16,913  | D  |   |
| Common Stock                    | 01/25/2006                           |  | M                              |   | 359   | A          | \$ 8.46  | 17,272  | D  |   |
| Common Stock                    | 01/25/2006                           |  | M                              |   | 718   | A          | \$ 5.92  | 17,990  | D  |   |
| Common Stock                    | 01/25/2006                           |  | M                              |   | 625   | A          | \$ 6.67  | 18,615  | D  |   |
| Common Stock                    | 01/25/2006                           |  | M                              |   | 22,939  | A          | \$ 14.86 | 41,554  | D  |   |
| Common Stock                    | 01/25/2006                           |  | S                              |   | 22,500  | D          | \$ 37.34 | 19,054  | 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   | 01/25/2006                           |  | M                              |   | 359   |     | 04/24/2006 <sup>(1)</sup>                                | 04/24/2012      | Common Stock  | 359                        | \$ 0                                       | 360  | D  |  |
| Employee Stock Option                      | \$ 8.46  | 01/25/2006                           |  | M                              |   | 359   |     | 04/24/2006 <sup>(1)</sup>                                | 07/24/2012      | Common Stock  | 359                        | \$ 0                                       | 360  | D  |  |
| Employee Stock Option                      | \$ 5.92  | 01/25/2006                           |  | M                              |   | 359   |     | 04/24/2006 <sup>(1)</sup>                                | 10/24/2012      | Common Stock  | 359                        | \$ 0                                       | 360  | D  |  |
| Employee Stock Option                      | \$ 5.92  | 01/25/2006                           |  | M                              |   | 359   |     | 04/24/2006 <sup>(1)</sup>                                | 10/24/2012      | Common Stock  | 359                        | \$ 0                                       | 360  | D  |  |
| Employee Stock Option                      | \$ 6.67  | 01/25/2006                           |  | M                              |   | 625   |     | 12/18/2006 <sup>(2)</sup>                                | 12/18/2012      | Common Stock  | 625                        | \$ 0                                       | 2,292  | D  |  |
| Employee Stock Option                      | \$ 14.86   | 01/25/2006                           |  | M                              |   | 22,939  |     | 04/25/2005   | 05/15/2010      | Common Stock  | 22,939                     | \$ 0                                       | 14,098   | D  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| WOLIN HARRY A<br>ADVANCED MICRO DEVICES, INC.<br>ONE AMD PLACE<br>SUNNYVALE, CA 94088-3453 |               |           | SVP, General Counsel |       |

## Signatures

Harry A. Wolin

\*\*Signature of Reporting Person

01/27/2006

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) This option vests 1,437 shares on 4/24/2003 then remaining shares vest monthly through 4/24/2006.

(2) This option vests 2,500 shares on 12/18/2003 then remaining shares vest monthly through 12/18/2006.

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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