

# 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 * KUMAR DEVINDER		2. Issuer Name and Ticker or Trading Symbol ADVANCED MICRO DEVICES INC [AMD]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ SVP, CFO					
(Last) (First) (Middle) ADVANCED MICRO DEVICES, INC., ONE AMD PLACE		3. Date of Earliest Transaction (Month/Day/Year) 08/12/2014							
(Street) SUNNYVALE, CA 94088-3453		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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)			

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option Grant	\$ 4.08	08/12/2014		A		313,821	(1)	08/12/2021	Common Stock	313,821	\$ 0	313,821	D	
RSU Award	(2)	08/12/2014		A		121,951	(3)	(3)	Common Stock	121,951	\$ 0	121,951	D	
PRSU Award	(4)	08/12/2014		A		243,902	(5)	(5)	Common Stock	243,902	\$ 0	243,902	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUMAR DEVINDER ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453			SVP, CFO	

## Signatures

<u>Linda Lam By Power of Attorney</u>	<u>08/14/2014</u>
<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) This option vests 33 1/3% on August 15, 2015 and 8 1/3% per quarter over the next eight following quarters.

(2) Each restricted stock unit represents a contingent right to receive one share of common stock.

(3) This award vests 33 1/3% on each of August 9, 2015, 2016 and 2017.

Each PRSU represents a contingent right to receive between zero and two shares of common stock. The reported number of securities represents the target number of shares that may be earned, which will be adjusted by between 0% and 160% based upon the Company achieving certain pre-established target levels of adjusted non-GAAP operating income plus interest expense over a

(4) two-year performance period commencing on January 1, 2014 and ending on December 31, 2015. The target number of shares will then be adjusted by between 0% and 125% based on the Company's total shareholder return (TSR) relative to the TSR of the S&P 500 IT Sector over the performance period.

(5) The earned shares of common stock vest 50% on each of December 31, 2015 and 2016.

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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