

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A-1

(Mark One)

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended July 2, 2000

OR

() TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 1-7882

ADVANCED MICRO DEVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware 94-1692300

(State or other jurisdiction (I.R.S. Employer Identification No.)
of incorporation or organization)

One AMD Place
Sunnyvale, California 94086

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (408) 732-2400

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No _____

The number of shares of \$0.01 par value common stock outstanding as of August 7, 2000: 156,261,962

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

3.3 Certificate of Amendment to Restated Certificate of Incorporation dated May 25, 2000.

*10.25 (b) Amendment 2 to the Technology Development and License Agreement, entered into as of October 1, 1998 by AMD and its subsidiaries and Motorola, Inc. and its subsidiaries (previously filed).

27.1 Financial Data Schedule (previously filed).

* Confidential treatment has been requested with respect to certain portions of this Exhibit.

(b) Reports on Form 8-K

The following reports on Form 8-K were filed during the quarter for which this report is filed:

1. A Current Report on Form 8-K dated March 30, 2000 reporting under Item 5 - Other Events was filed announcing that AMD will retain its Network Products Division.
2. A Current Report on Form 8-K dated April 5, 2000 reporting under Item 5 - Other Events was filed announcing expected sales in the first quarter.

3. A Current Report on Form 8-K dated April 12, 2000 reporting under Item 5 - Other Events was filed announcing AMD's first quarter earnings.
4. A Current Report on Form 8-K dated May 21, 2000 reporting under Item 5 - Other Events was filed announcing the execution of definitive agreements with respect to the recapitalization of our Communications Products Division.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned thereunto duly authorized.

ADVANCED MICRO DEVICES, INC.

Date: August 30, 2000

By: /s/ Francis P. Barton

Francis P. Barton
Senior Vice President, Chief Financial Officer

Signing on behalf of the registrant and as
the principal accounting officer

EXHIBIT INDEX

Exhibit No.	Description
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27.1	Financial Data Schedule (previously filed).

* Confidential treatment has been requested with respect to certain portions of this Exhibit.

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATION OF INCORPORATION
OF
ADVANCED MICRO DEVICES, INC.

ADVANCED MICRO DEVICES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HERBY CERTIFY:

1. The name of the corporation (hereinafter called the "Corporation")

is Advanced Micro Devices, Inc.

2. The Restated Certificate of Incorporation of the Corporation is hereby amended by striking out the first sentence of Article Four thereof and by submitting in lieu of said first sentence of Article Four the following new first sentence of Article Four.

"The total number of shares of stock which the corporation shall have authority to issue is Seven Hundred Fifty One Million (751,000,000) of which Seven Hundred Fifty Million (750,000,000) shares shall be Common Stock of the par value of One Cent (\$0.01) per share and One Million (1,000,000) shares shall be Serial Preferred Stock of the par value of Ten Cents (\$0.10) per share."

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Advanced Micro Devices, Inc. has caused this certificate to be signed by Thomas M. McCoy, its Senior Vice President, General Counsel and Secretary, and Francis P. Barton, its Senior Vice President and Chief Financial Officer, this 25th day of May, 2000.

/s/ Thomas M. McCoy

Thomas M. McCoy
Senior Vice President, General Counsel and
Secretary

/s/ Francis P. Barton

Francis P. Barton
Senior Vice President and Chief Financial
Officer