

WOLIN HARRY A
Form 4
July 29, 2009

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WOLIN HARRY A

2. Issuer Name and Ticker or Trading Symbol
ADVANCED MICRO DEVICES INC [AMD]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
ADVANCED MICRO DEVICES, INC., ONE AMD PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2009

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP, General Counsel

SUNNYVALE, CA 94088-3453

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities | | (Month/Day/Year) | | (Instr. 3 and 4) | | |
|-----------------------------|---|-------------------------|--------------------|--|-------|---------------------|--------------------|------------------|-------------------------------------|-------|
| | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | Code | V | (A) | (D) | | | | |
| Employee Stock Option | \$ 11.69 | 07/27/2009 | D | | | 360 | (1) | 04/24/2012 | Common Stock | 360 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | | 72 | | (3) | 04/24/2012 | Common Stock | 72 |
| Employee Stock Option | \$ 8.46 | 07/27/2009 | D | | | 360 | (1) | 07/24/2012 | Common Stock | 360 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | | 240 | | (3) | 07/24/2012 | Common Stock | 240 |
| Employee Stock Option | \$ 14.86 | 07/27/2009 | D | | | 6,250 | (5) | 05/01/2013 | Common Stock | 6,250 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | | 1,250 | | (3) | 05/01/2013 | Common Stock | 1,250 |
| Employee Stock Option | \$ 14.86 | 07/27/2009 | D | | | 1,639 | (7) | 11/26/2011 | Common Stock | 1,639 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | | 327 | | (3) | 11/26/2011 | Common Stock | 327 |
| Employee Stock Option | \$ 14.86 | 07/27/2009 | D | | | 8,405 | (9) | 11/08/2011 | Common Stock | 8,405 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | | 1,681 | | (3) | 11/08/2011 | Common Stock | 1,681 |
| Employee Stock Option | \$ 14.86 | 07/27/2009 | D | | | 1,639 | (7) | 07/13/2011 | Common Stock | 1,639 |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | | 327 | | (3) | 07/13/2011 | Common Stock | 327 |
| | \$ 14.86 | 07/27/2009 | D | | | 7,594 | (11) | 08/16/2010 | | 7,594 |

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| | | | | | | | | | |
|-----------------------|----------|------------|---|--------|------|------------|--------------|--------------|--|
| Employee Stock Option | | | | | | | | Common Stock | |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 1,518 | (3) | 08/16/2010 | Common Stock | 1,518 | |
| Employee Stock Option | \$ 14.86 | 07/27/2009 | D | 16,393 | (13) | 11/26/2011 | Common Stock | 16,393 | |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 3,278 | (3) | 11/26/2011 | Common Stock | 3,278 | |
| Employee Stock Option | \$ 14.86 | 07/27/2009 | D | 1,265 | (15) | 04/25/2011 | Common Stock | 1,265 | |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 253 | (3) | 04/25/2011 | Common Stock | 253 | |
| Employee Stock Option | \$ 14.64 | 07/27/2009 | D | 18,750 | (17) | 02/02/2014 | Common Stock | 18,750 | |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 3,750 | (3) | 02/02/2014 | Common Stock | 3,750 | |
| Employee Stock Option | \$ 14.22 | 07/27/2009 | D | 8,750 | (19) | 04/30/2011 | Common Stock | 8,750 | |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 1,750 | (3) | 04/30/2011 | Common Stock | 1,750 | |
| Employee Stock Option | \$ 15.8 | 07/27/2009 | D | 15,000 | (21) | 06/07/2011 | Common Stock | 15,000 | |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 3,000 | (3) | 06/07/2011 | Common Stock | 3,000 | |
| Employee Stock Option | \$ 11.33 | 07/27/2009 | D | 8,750 | (19) | 07/28/2011 | Common Stock | 8,750 | |
| Employee Stock Option | \$ 3.8 | 07/27/2009 | A | 1,750 | (3) | 07/28/2011 | Comon Stock | 1,750 | |

Reporting Owners

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

Signatures

/s/ Faina Medzonsky By Power of
Attorney

07/29/2009

__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) The option provided for vesting as follows: 33 1/3% on 4/25/2003 then monthly through 4/25/2005.
On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 360 shares of common stock granted to the reporting person on 4/24/2002. In exchange, the reporting person received a replacement option, for 72 shares, having an exercise price of \$3.80 per share.
- (2) The option vests 100% on July 27, 2010.
On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 360 shares of common stock granted to the reporting person on 7/24/2002. In exchange, the reporting person received a replacement option, for 240 shares, having an exercise price of \$3.80 per share.
- (3) The option provided for vesting as follows: 1,562 shares on 5/1/2005 and remaining shares monthly through 5/1/2008.
On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 6,250 shares of common stock granted to the reporting person on 1/30/2004. In exchange, the reporting person received a replacement option, for 1,250 shares, having an exercise price of \$3.80 per share.
- (4) The option provided for vesting as follows: 921 shares on 7/28/2004, 34 on 8/25/2004 and remaining shares monthly through 4/25/2006.
On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 1,639 shares of common stock granted to the reporting person on 1/30/2004. In exchange, the reporting person received a replacement option, for 327 shares, having an exercise price of \$3.80 per share.
- (5) The option provided for vesting as follows: 4,202 shares on 7/28/2004 and 4,203 shares on 11/08/2004.
On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 8,405 shares of common stock granted to the reporting person on 1/30/2004. In exchange, the reporting person received a replacement option, for 1,681 shares, having an exercise price of \$3.80 per share.
- (6) The option provided for vesting as follows: 4,270 shares on 7/28/2004 and 1,424 shares monthly through 4/28/2005 and remaining shares monthly through 4/28/2006.
On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 7,594 shares of common stock granted to the reporting person on 1/30/2004. In exchange, the reporting person received a replacement option, for 1,518 shares, having an exercise price of \$3.80 per share.
- (7) The option provided for vesting as follows: 3,688 shares on 7/28/2004, 2,868 on 11/26/2004 and 9,837 shares on 11/26/2005.
On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 16,393 shares of common stock granted to the reporting person on 1/30/2004. In exchange, the reporting person received a replacement option, for 3,278 shares, having an exercise price of \$3.80 per share.
- (8) The option provided for vesting as follows: 711 shares on 7/28/2004, 26 on 8/25/2004 and remaining shares monthly 4/25/2006.

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- (16) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 1,265 shares of common stock granted to the reporting person on 1/30/2004. In exchange, the reporting person received a replacement option, for 253 shares, having an exercise price of \$3.80 per share.
- (17) The option provided for vesting as follows: 33 1/3% on 5/1/2004 then remaining shares on 4/27/2005.
- (18) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 18,750 shares of common stock granted to the reporting person on 2/2/2004. In exchange, the reporting person received a replacement option, for 3,750 shares, having an exercise price of \$3.80 per share.
- (19) The option provided for vesting as follows: 33 1/3% on 4/30/2005 then monthly through 4/30/2007.
- (20) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 8,750 shares of common stock granted to the reporting person on 4/30/2004. In exchange, the reporting person received a replacement option, for 1,750 shares, having an exercise price of \$3.80 per share.
- (21) The option provided for vesting as follows: 100% on 4/27/2005.
- (22) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 15,000 shares of common stock granted to the reporting person on 6/7/2004. In exchange, the reporting person received a replacement option, for 3,000 shares, having an exercise price of \$3.80 per share.
- (23) On July 27, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 8,750 shares of common stock granted to the reporting person on 7/28/2004. In exchange, the reporting person received a replacement option, for 1,750 shares, having an exercise price of \$3.80 per share.

Remarks:

Form 1 of 2

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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