

# 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 or Section 30(h) of the Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Su Lisa T			2. Issuer Name and Ticker or Trading Symbol ADVANCED MICRO DEVICES INC [AMD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2019			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
2485 AUGUSTINE DRIVE			(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		
SANTA CLARA, CA 95054			(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	08/09/2019		M		1,070,500	A	\$ 0	3,231,764	D	
Common Stock	08/12/2019		S		429,497 (1)	D	\$ 33.53 (2)	2,802,267	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				
Performance Stock Units (3)	\$ 0 (4)	08/09/2019		M		862,510		(3)	(3)	Common Stock	862,510.00	\$ 0	0	D	
Restricted Stock Units (5)		08/09/2019		M		115,026		(6)	(6)	Common Stock	115,026.00	\$ 0	0	D	
Restricted Stock Units (5)		08/09/2019		M		49,309		(7)	(7)	Common Stock	49,309.00	\$ 0	49,310	D	
Restricted Stock Units (5)		08/09/2019		M		43,655		(8)	(8)	Common Stock	43,655.00	\$ 0	87,311	D	
PRSU Award (9)		08/09/2019		A		180,635		(10)	(10)	Common Stock	180,635.00	\$ 0	180,635	D	
PRSU Award (11)		08/09/2019		A		775,193		(12)	(12)	Common Stock	775,193.00	\$ 0	775,193	D	
RSU Award (5)		08/09/2019		A		90,317		(13)	(13)	Common Stock	90,317.00	\$ 0	90,317	D	
Stock Option Grant	\$ 34.19	08/09/2019		A		224,727		(14)	08/09/2026	Common Stock	224,727.00	\$ 0	224,727	D	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Su Lisa T 2485 AUGUSTINE DRIVE SANTA CLARA, CA 95054	X		President & CEO	

### Signatures

/s/ Lisa T. Su. 08/13/2019

\*\*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) Represents shares automatically sold pursuant to an irrevocable sell to cover election to satisfy tax withholding obligations in connection with the vesting and settlement of the Reporting Person's Performance-based Restricted Stock Units ("PRSUs") and Restricted Stock Units ("RSUs").
- (2) The reported price in Column 4 is the price applied to the Reporting Person's account by the broker and represents a weighted average sale price for a block sale.  
The number of PRSUs that may be earned is based on three-year compound annual growth rate milestones related to AMD's closing stock price that may be attained within the three-year performance period that began July 15, 2016 and ended August 9, 2019, with the potential payouts at 50%, 100%, 150%, 200% and 250% of the target number of PRSUs. Any PRSUs earned pursuant to the attainment of a performance level will vest and be paid out 50% upon the Compensation and Leadership Resources Committee's (the "Compensation Committee") certification of the attainment of the performance level (provided, that no PRSU will vest before the first anniversary of the grant date) and the remaining 50% will vest and be paid out at the end of the performance period, subject to the recipient's continuous employment or service.
- (4) Each PRSU represents a contingent right to receive one share of AMD's common stock.
- (5) Each RSU represents a contingent right to receive one share of AMD's common stock.
- (6) The RSUs vest 1/3 on each of August 9, 2017, 2018 and 2019.
- (7) The RSUs vest 1/3 on each of August 9, 2018, 2019 and 2020.
- (8) The RSUs vest 1/3 on each of August 9, 2019, 2020 and 2021.  
Between 0% and 250% of the target number of PRSUs may be earned depending on (a) the return on AMD's stock price relative to the return on the S&P 500 Index over the performance period that begins August 9, 2019 and ends on August 9, 2022, (b) the absolute return on AMD's stock price over the performance period, and (c) AMD's non-GAAP earnings per share growth from its 2019 to 2021 fiscal
- (9) years. Notwithstanding, the maximum number of PRSUs that may be earned is limited to (x) twelve times the target value of the PRSU award, divided by (y) the closing price of AMD's stock on the last day of the performance period. Vesting of any earned PRSUs is generally subject to the Reporting Person's continued employment and/or service with AMD through August 9, 2022 (or the one-year anniversary of a change in control, if earlier).
- (10) The actual number of PRSUs that may be earned, if at all, will be determined by the Compensation Committee based on AMD's actual performance with respect to the performance vesting conditions described in footnote 9, above. Earned and vested PRSUs will generally be settled on the later of August 16, 2022 or the date following the Compensation Committee's determination of performance.  
The number of PRSUs that may be earned is based on five-year compound annual growth rate milestones related to AMD's closing stock price that may be attained within the performance period that begins on August 9, 2019 and ends on August 9, 2024, with potential payouts at 0%, 75%, 87.5%, 100%, 150% and 200% of the target number of PRSUs. PRSUs that become earned on or before the 3rd anniversary of the grant date will vest 50% on the 3rd anniversary of the grant date and 50% on the 5th anniversary of the grant date, in each case generally subject to continued employment or service as AMD's Chief Executive Officer and/or as Executive Chair of AMD's Board of Directors.
- (11) anniversary of the grant date will vest 50% on the 3rd anniversary of the grant date and 50% on the 5th anniversary of the grant date, in each case generally subject to continued employment or service as AMD's Chief Executive Officer and/or as Executive Chair of AMD's Board of Directors.
- (12) The actual number of PRSUs that may be earned, if at all, will be based on actual performance with respect to the performance vesting conditions described in footnote 11, above. Earned and vested PRSUs will generally be settled following the vesting date(s) described in footnote 11.
- (13) The RSUs vest 1/3 on each of August 9, 2020, 2021 and 2022.
- (14) The options vest 1/3 on each of August 9, 2020, 2021 and 2022.

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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