

# 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 <b>KUMAR DEVINDER</b>			2. Issuer Name and Ticker or Trading Symbol <b>ADVANCED MICRO DEVICES INC [AMD]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <b>EVP, CFO &amp; Treasurer</b> <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last) <b>2485 AUGUSTINE DRIVE</b>	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/09/2021</b>					
(Street) <b>SANTA CLARA, CA 95054</b>			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)	Price			
Common Stock	08/09/2021		M		19,816	A	\$ 0	494,829	D	
Common Stock	08/09/2021		F		9,827	D	\$ 107.58	485,002	D	
Common Stock	08/10/2021		M		63,045 (1)	A	\$ 1.84	548,047	D	
Common Stock	08/10/2021		S		36,932 (2)	D	\$ 107.34 (3)	511,115	D	
Common Stock	08/10/2021		S		25,549 (2)	D	\$ 108.24 (4)	485,566	D	
Common Stock	08/10/2021		S		564 (2)	D	\$ 109.02 (5)	485,002	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: 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				
Restricted Stock Units	(6)	08/09/2021		M		10,186		(7)	(7)	Common Stock	10,186.00	\$ 0	0	D	
Restricted Stock Units	(6)	08/09/2021		M		5,942		(8)	(8)	Common Stock	5,942.00	\$ 0	5,945	D	
Restricted Stock Units	(6)	08/09/2021		M		3,688		(9)	(9)	Common Stock	3,688.00	\$ 0	7,379	D	
PRSU Award	(10)	08/09/2021		A		18,793		(11)	(11)	Common Stock	18,793.00	\$ 0	18,793	D	
RSU Award	(6)	08/09/2021		A		9,396		(12)	(12)	Common Stock	9,396.00	\$ 0	9,396	D	
Stock Option Grant	\$ 107.58	08/09/2021		A		21,939		(13)	08/09/2028	Common Stock	21,939.00	\$ 0	21,939	D	
Stock Option Grant	\$ 1.84	08/10/2021		D		63,045		(14)	08/15/2022	Common Stock	63,045.00	\$ 0	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUMAR DEVINDER 2485 AUGUSTINE DRIVE SANTA CLARA, CA 95054			EVP, CFO & Treasurer	

## Signatures

<u>Devinder Kumar</u>	<u>08/10/2021</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) The stock option exercise reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 4, 2020.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 4, 2020.  
Transaction executed in multiple trades at prices ranging from \$106.88 to \$107.87 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (3) Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.  
Transaction executed in multiple trades at prices ranging from \$107.88 to \$108.86 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (4) Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.  
Transaction executed in multiple trades at prices ranging from \$108.88 to \$109.16 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (5) Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (6) Each restricted stock unit ("RSU") represents a contingent right to receive one share of AMD's common stock.
- (7) The RSUs vest 1/3 on each of August 9, 2019, 2020 and 2021.
- (8) The RSUs vest 1/3 each on August 9, 2020, 2021 and 2022.
- (9) The RSUs vest 1/3 on each of August 9, 2021, 2022 and 2023.  
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, 2021 and ends on August 9, 2024, (b) the absolute return on AMD's stock price over the performance period, and (c) the percentage (if any) by which AMD's 2023 fiscal year non-GAAP earnings per share exceeds AMD's 2021 fiscal year non-GAAP earnings per share. Vesting of any earned PRSUs is generally subject to the Reporting Person's continued employment and/or service with AMD through August 9, 2024 (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 and Leadership Resources Committee ("Compensation Committee") based on AMD's actual performance with respect to the performance vesting conditions described in footnote 10, above. Earned and vested PRSUs will generally be settled on the later of August 15, 2024 or the date following the Compensation Committee's determination of performance.
- (11) performance with respect to the performance vesting conditions described in footnote 10, above. Earned and vested PRSUs will generally be settled on the later of August 15, 2024 or the date following the Compensation Committee's determination of performance.
- (12) The RSUs vest 1/3 on each of August 9, 2022, 2023 and 2024.
- (13) The options vest 1/3 on each of August 9, 2022, 2023 and 2024.
- (14) This option vested 33 1/3% on August 15, 2016 and 8 1/3% per quarter over the subsequent eight quarters.

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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