

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

### 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 checked="" type="checkbox"/> Officer (give title below) Chairman, President & CEO <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2022			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	08/09/2022		M		64,346	A	\$ 0	2,208,267 (1)	D	
Common Stock	08/09/2022		M		775,192 (2)	A	\$ 0	2,983,459	D	
Common Stock	08/09/2022		F		25,322 (3)	D	\$ 95.54	2,958,137	D	
Common Stock	08/09/2022		F		305,039 (4)	D	\$ 95.54	2,653,098	D	
Common Stock								200,000	I	By Grantor Retained Annuity Trust 2021A
Common Stock								200,000	I	By Grantor Retained Annuity Trust 2021B
Common Stock								200,000	I	By Grantor Retained Annuity Trust 2021C

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				
Restricted Stock Units	(5)	08/09/2022		M			30,112	(6)	(6)	Common Stock	30,112.00	\$ 0	0	D	
Restricted Stock Units	(5)	08/09/2022		M			18,241	(7)	(7)	Common Stock	18,241.00	\$ 0	18,242	D	
Restricted Stock Units	(5)	08/09/2022		M			15,993	(8)	(8)	Common Stock	15,993.00	\$ 0	31,989	D	
Performance Stock Units	(9)	08/09/2022		M			387,597	(9)	(9)	Common Stock	775,192.00	\$ 0	387,597	D	
PRSU Award	(10)	08/09/2022		A			129,764	(11)	(11)	Common Stock	129,764.00	\$ 0	129,764	D	
RSU Award	(5)	08/09/2022		A			64,882	(12)	(12)	Common Stock	64,882.00	\$ 0	64,882	D	

Stock Option Grant	\$ 95.54	08/09/2022		A	139,772	(13)	08/09/2029	Common Stock	139,772.00	\$ 0	139,772	D
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## Reporting Owners

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

## Signatures

/s/ Lisa T. Su. 08/11/2022  
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) Includes the 63,004 shares that were distributed to the Reporting Person as the trustee and sole annuitant of the Reporting Person's May 18, 2020 Grantor Retained Annuity Trust which has been terminated. Reflects shares issued in settlement of performance stock units ("PRsUs") earned and vested under the Value Creation Award granted to the Reporting Person on August 9, 2019 (the "VCA"). On November 18, 2020, the Compensation and Leadership Resources Committee ("Compensation Committee") of the Board of Directors (the "Board") of AMD certified achievement of the VCA at 200% of target. As a result, each PRSU under the VCA represents the right to receive two shares of AMD's common stock. 50% of the PRSUs that were earned under the VCA became vested and settled on August 9, 2022. The remaining 50% of the PRSUs earned under the VCA will become vested on August 9, 2024, subject to the Reporting Person continuing as AMD's Chief Executive Officer or Executive Chair of the Board through such date; provided, however, that vesting will accelerate if the Reporting Person incurs a "covered termination" (as defined in the Reporting Person's employment agreement) on or after August 9, 2023.
- (2) The shares are withheld at the election of the Reporting Person to satisfy tax withholding obligations in connection with the release of restricted stock units ("RSU").
- (3) The shares are withheld at the election of the Reporting Person to satisfy tax withholding obligations in connection with the release of PRSUs.
- (4) Each RSU represents a contingent right to receive one share of AMD's common stock.
- (5) The RSUs vest 1/3 on each of August 9, 2020, 2021 and 2022.
- (6) The RSUs vest 1/3 on each of August 9, 2021, 2022 and 2023.
- (7) The RSUs vest 1/3 on each of August 9, 2022, 2023 and 2024.
- (8) Reflects number of PRSUs remaining outstanding under the VCA. On November 18, 2020, the Compensation Committee of the Board of AMD certified achievement of the VCA at 200% of target. As a result, each PRSU outstanding under the VCA represents a contingent right to receive two shares of AMD's common stock on August 9, 2024, subject to the Reporting Person continuing as AMD's Chief Executive Officer or Executive Chair of the Board through such date; provided, however, that vesting will accelerate if the Reporting Person incurs a "covered termination" (as defined in the Reporting Person's employment agreement) on or after August 9, 2023.
- (9) 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, 2022 and ends on August 9, 2025, (b) the absolute return on AMD's stock price over the performance period, and (c) the percentage (if any) by which AMD's 2024 fiscal year non-GAAP earnings per share exceeds AMD's 2022 fiscal year target 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, 2025 (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 10, above. Earned and vested PRSUs will generally be settled on the later of August 15, 2025 or the date following the Compensation Committee's determination of performance.
- (11) The RSUs vest 1/4 on each of August 9, 2023, 2024, 2025 and 2026.
- (12) The options vest 1/4 on each of August 9, 2023, 2024, 2025 and 2026.
- (13)

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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