

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Su Lisa T</u>  (Last) (First) (Middle) 2485 AUGUSTINE DRIVE  (Street) SANTA CLARA CA 95054  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ADVANCED MICRO DEVICES INC [ AMD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chair, President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2023	
	4. If Amendment, Date of 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

**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 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	08/09/2023		M		50,456	A	\$0	3,212,526	D	
Common Stock	08/09/2023		F		19,752 <sup>(1)</sup>	D	\$110.47	3,192,774	D	
Common Stock								74,471	I	By Grantor Retained Annuity Trust 2021A
Common Stock								137,550	I	By Grantor Retained Annuity Trust 2021B
Common Stock								181,195	I	By Grantor Retained Annuity Trust 2021C
Common Stock								200,000	I	By Grantor Retained Annuity Trust LTS 2022 GRAT A
Common Stock								206,784	I	By Grantor Retained Annuity Trust LTS 2022 GRAT B

**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 Securities Underlying Derivative Security (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	(2)	08/09/2023		M			18,242	(3)	(3)	Common Stock	18,242	\$0	0	D	
Restricted Stock Units	(2)	08/09/2023		M			15,994	(4)	(4)	Common Stock	15,994	\$0	15,995	D	
Restricted Stock Units	(2)	08/09/2023		M			16,220	(5)	(5)	Common Stock	16,220	\$0	48,662	D	
PRSU Award	(6)	08/09/2023		A		158,562		(7)	(7)	Common Stock	158,562	\$0	158,562	D	
Stock Option Grant	\$110.47	08/09/2023		A		106,474		(8)	08/09/2030	Common Stock	106,474	\$0	106,474	D	

**Explanation of Responses:**

- 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").
- Each RSU represents a contingent right to receive one share of AMD's common stock.
- The RSUs vest 1/3 on each of August 9, 2021, 2022 and 2023.
- The RSUs vest 1/3 on each of August 9, 2022, 2023 and 2024.
- The RSUs vest 1/4 on each of August 9, 2023, 2024, 2025 and 2026.
- Between 0% and 200% of the target number of performance stock units ("PRSU") 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, 2023 and ends on August 9, 2026, (b) the absolute return on AMD's stock price over the performance period, and (c) the percentage (if any) by which AMD's 2025 fiscal year non-GAAP earnings per share exceeds AMD's 2023 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, 2026 (or the one-year anniversary of a change in control, if earlier).
- The actual number of PRSUs that may be earned, if at all, will be determined by the Compensation and Leadership Resources Committee (the "Committee") based on AMD's actual performance with respect to the performance vesting conditions described in footnote 6, above. Earned and vested PRSUs will generally be settled on the later of August 15, 2026 or the date following the Committee's determination of performance.
- The options vest 1/4 on each of August 9, 2024, 2025, 2026 and 2027.

**Remarks:**

/s/Linda Lam by Power of Attorney for Lisa T. Su

08/11/2023

\*\* Signature of Reporting Person

Date

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

\* 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).

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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