

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. One)\*

SEEQ TECHNOLOGY INCORPORATED

-----  
Name of Issuer

Common Stock, \$0.01 par value

-----  
(Title of Class of Securities)

815778-10-5

-----  
(CUSIP Number)

Thomas M. McCoy, Esq., Vice President  
General Counsel and Secretary  
c/o Advanced Micro Devices, Inc.  
One AMD Place, Sunnyvale, California 94088 (408) 749-2202

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

July 28, 1995

-----  
(Date of Event Which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box .

Check the following if a fee is being paid with the statement . (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Exhibit Index is located on page 6.

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CUSIP No. 815778-10-5  
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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Advanced Micro Devices, Inc. (I.R.S. Identification No. 94-1692300)  
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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS 00, WC  
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(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS [ ]  
IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware  
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NUMBER OF SHARES	(7)	SOLE VOTING POWER	0
BENEFICIALLY			-
OWNED BY EACH	(8)	SHARED VOTING POWER	0
REPORTING PERSON			-
WITH	(9)	SOLE DISPOSITIVE POWER	0
			-
	(10)	SHARED DISPOSITIVE POWER	0
			-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED 0  
BY EACH REPORTING PERSON -

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%  
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(14) TYPE OF REPORTING PERSON CO  
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This Amendment No. One amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on April 25, 1990 by Advanced Micro Devices, Inc. (the "Schedule 13D"). Items 1 through 6 of the Schedule 13D are hereby amended as follows:

Item 1. Security and Issuer.  
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Item 1 of the Schedule 13D is hereby amended in its entirety as follows:

"This Schedule 13D relates to shares of the Common Stock, \$0.01 par value per share, of SEEQ Technology Incorporated, a Delaware corporation ("SEEQ").

The principal executive offices of SEEQ are located at 47200 Bayside Pkwy., Fremont, CA 94538."

Item 2. Identity and Background.  
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Item 2 of the Schedule 13D is hereby amended in its entirety as follows:

"This Schedule is being filed by Advanced Micro Devices, Inc., a Delaware corporation ("AMD").

AMD designs, develops, manufactures and markets complex integrated circuits. AMD's principal engineering and manufacturing facilities are located in Santa Clara County, California and in Texas. AMD maintains sales offices in the United States, Europe and Asia. The principal executive offices of AMD are located at One AMD Place, Sunnyvale, California 94088. The mailing address for AMD's principal executive offices is One AMD Place, P.O. Box 3453, Sunnyvale, California 94088.

AMD has not, during the last five years, been convicted in a criminal proceeding or been a party to a civil proceeding of a judicial or administrative body which resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The attached Exhibit 1 provides certain information concerning each executive officer and director of AMD.

To the best of AMD's knowledge, none of the persons named in Exhibit 1 has, during the last five years, been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body which resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws."

Item 3. Source and Amount of Funds or Other Consideration.  
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Item 3 of the Schedule 13D is hereby restated in its entirety as follows:

"On November 19, 1986, Monolithic Memories, Inc., a Delaware corporation ("MMI"), acquired 250,000 shares of Series O Preferred Stock issued by SEEQ. MMI acquired such shares directly from SEEQ pursuant to a written agreement dated November 19, 1986 (the "Stock Purchase Agreement"). Such shares were originally convertible into 6,666,750 shares of SEEQ Common Stock. On February 12, 1987, SEEQ effected a one-for-five reverse stock split which resulted in MMI owning 50,000 shares of SEEQ Series O Preferred Stock which were convertible into 1,333,350 shares of SEEQ Common Stock.

On August 13, 1987, MMI became a wholly owned subsidiary of AMD in a transaction in which the stockholders of MMI received shares of AMD Common Stock in exchange for all of the outstanding stock of MMI. On February 17, 1988, MMI was merged into AMD. As a result of such transactions, AMD became the

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beneficial owner of the 50,000 shares of SEEQ Series O Preferred Stock previously owned by MMI. On July 8, 1988, such shares of SEEQ Series O Preferred Stock were converted and 1,333,350 shares of SEEQ Common Stock were issued.

The source of the funds paid by MMI to SEEQ for the purchase of the SEEQ Series O Preferred Stock was MMI's working capital. As stated above, MMI became a wholly owned subsidiary of AMD in a transaction which resulted in MMI shareholders receiving shares of AMD Common Stock. No other form of consideration was paid by AMD in connection with its acquisition of MMI."

Item 4. Purpose of Transaction.  
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Item 4 of the Schedule 13D is hereby amended in its entirety as follows:

"(a) MMI and SEEQ entered into the Stock Purchase Agreement in connection with the establishment of a more extensive commercial relationship between MMI and SEEQ, including an agreement to jointly develop certain semi-conductor devices.

AMD succeeded to MMI's interest in SEEQ equity securities as a result of AMD's acquisition of MMI. AMD's reasons for acquiring MMI included the desire to expand AMD's product line, the desire to increase utilization of AMD's existing production facilities to manufacture products for which MMI was unable to satisfy anticipated demand, and the belief that the acquisition would assist AMD in developing sufficient size and financial strength to remain competitive in the worldwide semi-conductor market. On July 25, 1995, AMD placed an order through a broker to sell 1,333,350 shares of SEEQ Common Stock at a purchase price of \$3.00 per share. The settlement date for this transaction was July 28, 1995. Consequently, AMD no longer beneficially owns any shares of SEEQ Common Stock.

(b)-(c) AMD has no current plans or proposals that relate to or would result in an extraordinary corporate transaction involving SEEQ or any of its subsidiaries or a sale or transfer of a material amount of assets of SEEQ or any of its subsidiaries, except insofar as its sale of the shares described in paragraph (a) above.

(d) AMD has no current plans or proposals that relate to any change in the present board of directors or management of SEEQ.

(e)-(j) AMD has no current plans or proposals that relate to or would result in a material change in the present capitalization of or dividend policy of SEEQ, any other material change in SEEQ's business or corporate structure, changes in SEEQ's Certificate of Incorporation or Bylaws, causing a class of securities of SEEQ to be delisted from a national securities exchange or to cease to be authorized to be quoted in an interdealer quotation system of a registered national securities association, a class of equity securities of SEEQ becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934 or any other action similar to any of those enumerated above."

Item 5. Interest in Securities of the Issuer.  
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Item 5 of the Schedule 13D is amended in its entirety as follows:

"(a)-(b) As a result of the sale by AMD of 1,333,350 shares of SEEQ Common Stock as described in Item 4(a), AMD no longer beneficially owns any shares of Common Stock of SEEQ.

(c)-(d) Except as described above, neither AMD nor, to the best of AMD's knowledge, any person named in Exhibit 1, beneficially owns any shares of SEEQ Common Stock or has effected any transactions in SEEQ Common Stock during the past sixty days.

(e) AMD ceased to be a beneficial owner of more than 5% of SEEQ Common Stock on July 28, 1995."

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect  
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to Securities of the Issuer.  
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Item 6 of the Schedule 13D is hereby amended in its entirety as follows:

"The Stock Purchase Agreement restricted the ability of AMD to transfer the SEEQ Common Stock by providing that until such time as there is a registration statement in effect covering the Common Stock, AMD will not make any dispositions of the Common Stock unless and until (i) it shall have notified SEEQ of the proposed disposition and furnished SEEQ with a statement of the circumstances surrounding the proposed disposition and (ii) if requested by SEEQ, it shall have furnished SEEQ with an opinion of counsel satisfactory to SEEQ and its counsel to the effect that (A) all appropriate action necessary for compliance with the Securities Act of 1933 has been taken or (B) an exemption from the registration requirements of the Securities Act of 1933 was available. AMD complied with the foregoing restrictions and, as indicated in item 4(a) above, sold all of the shares of SEEQ that it beneficially owned."

Item 7. Material to Be Filed as Exhibits.  
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1. Information concerning each director and executive officer of AMD.

SIGNATURES  
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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: August 21, 1995

ADVANCED MICRO DEVICES, INC.

By: /s/ THOMAS M. MCCOY

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THOMAS M. MCCOY  
Vice President, General Counsel  
and Secretary

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EXHIBIT INDEX  
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1. Information concerning each director and executive officer of AMD. 7

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Exhibit 1  
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Item 2. Identity and Background.  
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I. Directors of AMD. Set forth below is the name, business address and present occupation or employment of each director of AMD, together with the name

and principal business of any corporation or organization in which such employment is conducted. The address of each such corporation or organization is the same as the director's business address. The principal business of AMD is to design, develop, manufacture and market complex integrated circuits. Each director of AMD is a citizen of the United States, except for Mr. Baur who is a citizen of Germany.

W. J. Sanders III  
Chairman of the Board and Chief Executive Officer  
Advanced Micro Devices, Inc.  
One AMD Place  
Sunnyvale, CA 94088

Dr. Friedrich Baur  
President and Managing Partner  
MST Beteiligungs und Unternehmensberatungs GmbH  
(a consulting firm)  
BrummstraBe 3 (Im Asamhof)  
Munchen D-80331  
Germany

Charles M. Blalack  
Chairman of the Board and Chief Executive Officer  
Blalack and Company  
(an investment banking firm)  
130 South San Rafael  
Pasadena, CA 91105

Dr. R. Gene Brown  
Senior Advisor  
Putnam, Hayes & Bartlett, Inc.  
(an economic consulting firm)  
100 Hamilton Avenue  
Palo Alto, CA 94301

Anthony B. Holbrook  
Vice Chairman of the Board  
Advanced Micro Devices, Inc.  
One AMD Place  
Sunnyvale, CA 94088

Richard Previte  
President and Chief Operating Officer  
Advanced Micro Devices, Inc.  
One AMD Place  
Sunnyvale, CA 94088

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Joe L. Roby  
Chairman of the Investment Banking Group  
Donaldson, Lufkin & Jenrette Securities Corporation  
(a securities brokerage and investment banking firm)  
140 Broadway, 49th Floor  
New York, NY 10005

Dr. Leonard Silverman  
Dean, School of Engineering  
University of Southern California  
Olin Hall of Engineering, Room 200  
University Park  
Los Angeles, CA 90089-1450

II. Executive Officers of AMD. Set forth below is the name and title of

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each executive officer of AMD. The business address for each such officer is One AMD Place, Sunnyvale, California 94088. Each such officer is a citizen of the United States.

Name	Title
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W. J. Sanders III	Chairman of the Board and Chief Executive Officer
Richard Previte	President and Chief Operating Officer
Stephen J. Zelencik	Senior Vice President and Chief Marketing Executive
Marvin D. Burkett	Senior Vice President, Chief Financial and Administrative Officer and Treasurer
Eugene D. Conner	Senior Vice President, Operations
Stanley Winvick	Senior Vice President, Human Resources

