

FORM T-1

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)

THE BANK OF NEW YORK
(Exact name of trustee as specified in its charter)

New York 13-5160382
(State of incorporation (I.R.S. employer
if not a U.S. national bank) identification no.)

48 Wall Street, New York, N.Y. 10286
(Address of principal executive offices) (Zip code)

Advanced Micro Devices, Inc.
(Exact name of obligor as specified in its charter)

Delaware 941692300
(State or other jurisdiction of (I.R.S. employer
incorporation or organization) identification no.)

One AMD Place
Sunnyvale, California 94086
(Address of principal executive offices) (Zip code)

Convertible Subordinated Notes
(Title of the indenture securities)

1. GENERAL INFORMATION. FURNISH THE FOLLOWING INFORMATION AS TO THE TRUSTEE:

(a) NAME AND ADDRESS OF EACH EXAMINING OR SUPERVISING AUTHORITY TO WHICH IT IS SUBJECT.

<TABLE>
<CAPTION>

Name	Address
Superintendent of Banks of the State of New York	2 Rector Street, New York, N.Y. 10006, and Albany, N.Y. 12203
Federal Reserve Bank of New York	33 Liberty Plaza, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) WHETHER IT IS AUTHORIZED TO EXERCISE CORPORATE TRUST POWERS.

Yes.

2. AFFILIATIONS WITH OBLIGOR.

IF THE OBLIGOR IS AN AFFILIATE OF THE TRUSTEE, DESCRIBE EACH SUCH AFFILIATION.

None.

16. LIST OF EXHIBITS.

EXHIBITS IDENTIFIED IN PARENTHESES BELOW, ON FILE WITH THE COMMISSION, ARE INCORPORATED HEREIN BY REFERENCE AS AN EXHIBIT HERETO, PURSUANT TO RULE 7a-29 UNDER THE TRUST INDENTURE ACT OF 1939 (THE "ACT") AND 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York (formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672 and Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637.)
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 33-31019.)

2

6. The consent of the Trustee required by Section 321(b) of the Act. (Exhibit 6 to Form T-1 filed with Registration Statement No. 33-44051.)
7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

3

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 1st day of May, 1998.

THE BANK OF NEW YORK

By: /s/ James W.P. Hall

Name: James W.P. Hall
Title: Vice President

Consolidated Report of Condition of
THE BANK OF NEW YORK

of 48 Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,
a member of the Federal Reserve System, at the close of business December 31,
1997, published in accordance with a call made by the Federal Reserve Bank of
this District pursuant to the provisions of the Federal Reserve Act.

<TABLE>
<CAPTION>

ASSETS	Dollar Amounts
<S>	in Thousands
<C>	<C>
Cash and balances due from depos- itory institutions:	
Noninterest-bearing balances and currency and coin.....	\$ 5,742,986
Interest-bearing balances.....	1,342,769
Securities:	
Held-to-maturity securities.....	1,099,736
Available-for-sale securities.....	3,882,686
Federal funds sold and Securities pur- chased under agreements to resell.....	2,568,530
Loans and lease financing receivables:	
Loans and leases, net of unearned income	35,019,608
LESS: Allowance for loan and lease losses	627,350
LESS: Allocated transfer risk reserve.....	0
Loans and leases, net of unearned income, allowance, and reserve	34,392,258
Assets held in trading accounts.....	2,521,451
Premises and fixed assets (including capitalized leases).....	659,209
Other real estate owned.....	11,992
Investments in unconsolidated subsidiaries and associated companies.....	226,263
Customers' liability to this bank on acceptances outstanding.....	1,187,449
Intangible assets.....	781,684
Other assets.....	1,736,574

Total assets.....	\$56,153,587 =====
LIABILITIES	
Deposits:	
In domestic offices.....	\$27,031,362
Noninterest-bearing	11,899,507
Interest-bearing	15,131,855
In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	13,794,449
Noninterest-bearing	590,999
Interest-bearing	13,203,450
Federal funds purchased and Securities sold under agreements to repurchase...	2,338,881
Demand notes issued to the U.S. Treasury.....	173,851
Trading liabilities.....	1,695,216
Other borrowed money:	
With remaining maturity of one year or less.....	1,905,330
With remaining maturity of more than one year through three years.....	0
With remaining maturity of more than three years.....	25,664
Bank's liability on acceptances exe- cuted and outstanding.....	1,195,923
Subordinated notes and debentures.....	1,012,940
Other liabilities.....	2,018,960

Total liabilities.....	51,192,576 -----

EQUITY CAPITAL	
Common stock.....	1,135,284
Surplus.....	731,319
Undivided profits and capital reserves.....	3,093,726
Net unrealized holding gains (losses) on available-for-sale securities.....	36,866
Cumulative foreign currency transla- tion adjustments.....	(36,184)

Total equity capital.....	4,961,011

Total liabilities and equity	
</TABLE>	
capital	\$56,153,587
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I, Robert E. Keilman, Senior Vice President and Comptroller of the above-named bank do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the Board of Governors of the Federal Reserve System and is true to the best of my knowledge and belief.

Robert E. Keilman

We, the undersigned directors, attest to the correctness of this Report of Condition and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the Board of Governors of the Federal Reserve System and is true and correct.

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Thomas A. Renyi]	
Alan R. Griffith]	Directors
J. Carter Bacot]	
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