

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 8-K

Current Report Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (date of earliest event reported): January 23, 2002

ADVANCED MICRO DEVICES, INC.

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(Exact name of registrant as specified in its charter)

DELAWARE ----- (State or other jurisdiction of incorporation)	1-7882 ----- (Commission File Number)	94-1692300 ----- (I.R.S. Employer Identification No.)
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One AMD Place, P.O. Box 3453 Sunnyvale, California ----- (address of principal executive offices)	94088-3453 ----- (Zip Code)
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Registrant's telephone number, including area code:	(408) 732-2400 -----
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Item 5. Other Events.

On January 23, 2002, AMD issued a press release which is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

The following exhibits are filed as part of this Report:

No.	Exhibit
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99.1	Press Release dated January 23, 2002

SIGNATURES  
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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ADVANCED MICRO DEVICES, INC.

Date: January 23, 2002

By: /s/ Robert J. Rivet  
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Robert J. Rivet  
Senior Vice President, Chief Financial  
Officer

EXHIBIT INDEX

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Advanced Micro Devices Announces Intention to Offer Convertible  
Senior Debentures

SUNNYVALE, CA - January 23, 2002 - AMD today announced its intention to commence an offering of \$500,000,000 in principal amount of Convertible Senior Debentures to be issued pursuant to Rule 144A.

The company expects that the initial purchasers will have the option to purchase an additional \$100,000,000 of Convertible Senior Debentures for a period of 13 days from the execution of a purchase agreement. The company intends to use the proceeds generated from the offering for capital expenditures, working capital and general corporate purposes.

The Debentures and common stock issuable upon conversion have not been registered under the Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This release contains forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that forward-looking statements in this release involve risks and uncertainty that could cause actual results to differ materially from current expectations.