

# FORM 4

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

| OMB APPROVAL                                   |           |
|------------------------------------------------|-----------|
| OMB Number:                                    | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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

(Print or Type Responses)

|                                                                           |                                         |                                                                                         |                                   |                                                                                                                                                                                                                                              |                                                                                                  |                                                             |                                                          |
|---------------------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------|-----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br>MCCOY THOMAS M               |                                         | 2. Issuer Name and Ticker or Trading Symbol<br>ADVANCED MICRO DEVICES INC [AMD]         |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>EVP, Chief Admin Officer |                                                                                                  |                                                             |                                                          |
| (Last) (First) (Middle)<br>ADVANCED MICRO DEVICES, INC., ONE<br>AMD PLACE |                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/15/2008                          |                                   |                                                                                                                                                                                                                                              |                                                                                                  |                                                             |                                                          |
| (Street)<br>SUNNYVALE, CA 94088-3453                                      |                                         | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |                                   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                |                                                                                                  |                                                             |                                                          |
| (City) (State) (Zip)                                                      |                                         | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |                                   |                                                                                                                                                                                                                                              |                                                                                                  |                                                             |                                                          |
| 1. Title of Security<br>(Instr. 3)                                        | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                                   | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)                                                                                                                                                                         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                                           |                                         |                                                                                         | Code                              | V                                                                                                                                                                                                                                            | Amount                                                                                           | (A) or (D)                                                  | Price                                                    |

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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|---|--------------------------------------------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|------------------------------------------------------------------|----------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------|
|                                               |                                                        |                                         |                                                       | Code                              | V | (A)                                                                                        | (D) | Date Exercisable                                            | Expiration Date | Title                                                            | Amount or Number of Shares |                                               |                                                                                                       |                                                                                     |                                                           |
| Employee Stock Option                         | \$ 7.41                                                | 05/15/2008                              |                                                       | A                                 |   | 37,500                                                                                     |     | (1)                                                         | 05/15/2015      | Common Stock                                                     | 37,500                     | \$ 0                                          | 37,500                                                                                                | D                                                                                   |                                                           |
| RSU Award                                     | (2)                                                    | 05/15/2008                              |                                                       | A                                 |   | 75,000                                                                                     |     | (3)                                                         | 05/15/2015      | Common Stock                                                     | 75,000                     | \$ 0                                          | 75,000                                                                                                | D                                                                                   |                                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships |           |                          |       |
|---------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                                             | Director      | 10% Owner | Officer                  | Other |
| MCCOY THOMAS M<br>ADVANCED MICRO DEVICES, INC.<br>ONE AMD PLACE<br>SUNNYVALE, CA 94088-3453 |               |           | EVP, Chief Admin Officer |       |

## Signatures

Thomas M. McCoy      05/19/2008  
 --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) This option vests 33 1/3% on 5/15/2009 then 8.33% quarterly for the next two years.

(2) Each restricted stock unit represents a contingent right to receive one share of common stock.

(3) This award vests 33 1/3% on 8/9/2009 then 33 1/3% annually for the next two years.

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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