

# 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 * WOLIN HARRY A		2. Issuer Name and Ticker or Trading Symbol ADVANCED MICRO DEVICES INC [AMD]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Grp VP, General Counsel						
(Last) (First) (Middle) ADVANCED MICRO DEVICES, INC., ONE AMD PLACE		3. Date of Earliest Transaction (Month/Day/Year) 01/30/2004								
(Street) SUNNYVALE, CA 94088-3453		4. If Amendment, Date 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						
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>								
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 Beneficial Ownership (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 (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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option	\$ 14.86	01/30/2004		A		37,037		04/25/2005 <sup>(1)</sup>	05/15/2010	Common Stock	37,037	(2)	37,037	D	
Employee Stock Option	\$ 14.86	01/30/2004		A		7,594		04/28/2006 <sup>(3)</sup>	08/16/2010	Common Stock	7,594	(4)	7,594	D	
Employee Stock Option	\$ 14.86	01/30/2004		A		1,265		04/25/2006 <sup>(5)</sup>	04/25/2011	Common Stock	1,265	(6)	1,265	D	
Employee Stock Option	\$ 14.86	01/30/2004		A		1,639		04/25/2006 <sup>(7)</sup>	07/13/2011	Common Stock	1,639	(8)	1,639	D	
Employee Stock Option	\$ 14.86	01/30/2004		A		8,405		11/08/2004 <sup>(9)</sup>	11/08/2011	Common Stock	8,405	(10)	8,405	D	
Employee Stock Option	\$ 14.86	01/30/2004		A		16,393		11/26/2005 <sup>(11)</sup>	11/26/2011	Common Stock	16,393	(12)	16,393	D	
Employee Stock Option	\$ 14.86	01/30/2004		A		1,639		04/25/2006 <sup>(13)</sup>	11/26/2011	Common Stock	1,639	(14)	1,639	D	
Employee Stock Option	\$ 14.86	01/30/2004		A		6,250		05/01/2008 <sup>(15)</sup>	05/01/2013	Common Stock	6,250	(16)	6,250	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

WOLIN HARRY A ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453			Grp VP, General Counsel	
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## Signatures

Harry A. Wolin	02/03/2004
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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) Grant of option to buy 37,037 shares to vest as follows: 31,744 shares on 7/28/04 and 5,293 shares on 4/25/05.
- (2) Pursuant to an agreement between the reporting person and the Issuer, the option granted represents the replacement of an option granted to the reporting person on 5/15/02, which option was cancelled on July 28, 2003 in exchange for the future grant of a new option having a lower exercise price.
- (3) Grant of option to buy 7,594 shares to vest as follows: 4,270 shares on 7/28/04, 1,424 shares monthly through 4/28/05 and remaining shares monthly through 4/28/06.
- (4) Pursuant to an agreement between the reporting person and the Issuer, the option granted represents the replacement of an option granted to the reporting person on 8/16/00, which option was cancelled on July 28, 2003 in exchange for the future grant of a new option having a lower exercise price.
- (5) Grant of option to buy 1,265 shares to vest as follows: 711 shares on 7/28/04, 26 shares on 8/25/04 and remaining shares monthly through 4/25/06.
- (6) Pursuant to an agreement between the reporting person and the Issuer, the option granted represents the replacement of an option granted to the reporting person on 4/25/01, which option was cancelled on July 28, 2003 in exchange for the future grant of a new option having a lower exercise price.
- (7) Grant of option to buy 1,639 shares to vest as follows: 921 shares on 7/28/04, 34 shares on 8/25/04 and remaining shares monthly through 4/25/06.
- (8) Pursuant to an agreement between the reporting person and the Issuer, the option granted represents the replacement of an option granted to the reporting person on 7/13/01, which option was cancelled on July 28, 2003 in exchange for the future grant of a new option having a lower exercise price.
- (9) Grant of option to buy 8,405 shares to vest as follows: 4,202 shares on 7/28/04 and 4,203 on 11/08/04.
- (10) Pursuant to an agreement between the reporting person and the Issuer, the option granted represents the replacement of an option granted to the reporting person on 11/8/01, which option was cancelled on July 28, 2003 in exchange for the future grant of a new option having a lower exercise price.
- (11) Grant of option to buy 16,393 shares to vest as follows: 3,688 shares on 7/28/04, 2,868 on 11/26/04 and 9,837 shares on 11/26/05.
- (12) Pursuant to an agreement between the reporting person and the Issuer, the option granted represents the replacement of an option granted to the reporting person on 11/26/01, which option was cancelled on July 28, 2003 in exchange for the future grant of a new option having a lower exercise price.
- (13) Grant of option to buy 1,639 shares to vest as follows: 921 shares on 7/28/04, 34 on 8/25/04 and remaining shares monthly through 4/25/06.
- (14) Pursuant to an agreement between the reporting person and the Issuer, the option granted represents the replacement of an option granted to the reporting person on 11/26/01, which option was cancelled on July 28, 2003 in exchange for the future grant of a new option having a lower exercise price.
- (15) Grant of option to buy 6,250 shares to vest as follows: 1,562 shares on 5/1/05 and remaining shares monthly through 5/1/08.
- (16) Pursuant to an agreement between the reporting person and the Issuer, the option granted represents the replacement of an option granted to the reporting person on 5/1/03, which option was cancelled on July 28, 2003 in exchange for the future grant of a new option.

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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