

INITIAL STATEMENT OF 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 <small>(Last) (First) (Middle)</small> ADVANCED MICRO DEVICES, INC., ONE AMD PLACE <small>(Street)</small> SUNNYVALE, CA 94088-3453 <small>(City) (State) (Zip)</small>	2. Date of Event Requiring Statement (Month/Day/Year) 12/10/2003	3. Issuer Name and Ticker or Trading Symbol ADVANCED MICRO DEVICES INC [AMD]	4. Relationship of Reporting Person(s) to Issuer <small>(Check all applicable)</small> <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	5. If Amendment, Date Original Filed(Month/Day/Year) 12/18/2003	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
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	11,704	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option	04/25/2004 ⁽¹⁾	05/15/2010	Common Stock	70,000	\$ 42.13 ⁽²⁾	D	
Employee Stock Option	04/25/2004 ⁽³⁾	05/15/2010	Common Stock	2,000	\$ 0.01	D	
Employee Stock Option	04/28/2005 ⁽⁴⁾	08/16/2010	Common Stock	12,000	\$ 32.1 ⁽⁵⁾	D	
Employee Stock Option	04/25/2005 ⁽⁶⁾	04/25/2011	Common Stock	2,000	\$ 26.9 ⁽⁷⁾	D	
Employee Stock Option	04/25/2005 ⁽⁸⁾	07/13/2011	Common Stock	2,000	\$ 21.08 ⁽⁹⁾	D	
Employee Stock Option	04/25/2005 ⁽¹⁰⁾	10/29/2011	Common Stock	2,000	\$ 9.56	D	
Employee Stock Option	11/08/2003 ⁽¹¹⁾	11/08/2011	Common Stock	10,255	\$ 12.4 ⁽¹²⁾	D	
Employee Stock Option	11/26/2004 ⁽¹³⁾	11/26/2011	Common Stock	20,000	\$ 14.15 ⁽¹⁴⁾	D	
Employee Stock Option	04/25/2005 ⁽¹⁵⁾	11/26/2011	Common Stock	2,000	\$ 14.15 ⁽¹⁶⁾	D	
Employee Stock Option	04/24/2006 ⁽¹⁷⁾	04/24/2012	Common Stock	5,750	\$ 11.69	D	
Employee Stock Option	04/24/2006 ⁽¹⁸⁾	07/24/2012	Common Stock	5,750	\$ 8.46	D	
Employee Stock Option	04/24/2006 ⁽¹⁹⁾	10/24/2012	Common Stock	5,750	\$ 5.92	D	
Employee Stock Option	04/24/2006 ⁽²⁰⁾	10/24/2012	Common Stock	5,750	\$ 5.92	D	
Employee Stock Option	12/18/2006 ⁽²¹⁾	12/18/2012	Common	10,000	\$ 6.67	D	

			Stock				
Employee Stock Option	05/01/2007 ⁽²²⁾	05/01/2013	Common Stock	6,250	\$ 7.36 ⁽²³⁾	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	

Signatures

Harry A. Wolin

02/19/2004

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The option provides for vesting of 24,000 shares on April 25, 2001, 18,000 shares on April 25, 2002, 18,000 shares on April 25, 2003 and 10,000 shares on April 25, 2004. On July 28, 2003, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on May 15, 2000. In exchange, the reporting person will receive a replacement option on or after January 29, 2004, having an exercise price of the underlying stock on the grant date.
 - (2) The option provides for vesting of 2,000 shares on April 25, 2004.
 - (3) The option provides for vesting of 3,000 shares on April 28, 2002 and the remaining 9,000 shares to vest monthly through April 28, 2005.
 - (4) On July 28, 2003, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on August 16, 2000. In exchange, the reporting person will receive a replacement option on or after January 29, 2004, having an exercise price of the underlying stock on the grant date.
 - (5) The option provides for vesting of 500 shares on April 25, 2002 and the remaining 1,500 shares to vest monthly through April 25, 2005.
 - (6) On July 28, 2003, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on April 25, 2001. In exchange, the reporting person will receive a replacement option on or after January 29, 2004, having an exercise price of the underlying stock on the grant date.
 - (7) The option provides for vesting of 500 shares on April 25, 2002 and the remaining 1,500 shares to vest monthly through April 25, 2005.
 - (8) On July 28, 2003, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on July 13, 2001. In exchange, the reporting person will receive a replacement option on or after January 29, 2004, having an exercise price of the underlying stock on the grant date.
 - (9) The option provides for vesting of 500 shares on April 25, 2002 and the remaining 1,500 shares to vest monthly through April 25, 2005.
 - (10) On July 28, 2003, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on November 8, 2001. In exchange, the reporting person will receive a replacement option on or after January 29, 2004, having an exercise price of the underlying stock on the grant date.
 - (11) The option provides for vesting of 5,127 shares on November 8, 2002 and 5,128 shares on November 8, 2003.
 - (12) On July 28, 2003, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on November 26, 2001. In exchange, the reporting person will receive a replacement option on or after January 29, 2004, having an exercise price of the underlying stock on the grant date.
 - (13) The option provides for vesting of 4,500 shares on November 26, 2002, 3,500 shares on November 26, 2003 and 12,000 shares on November 26, 2004.
 - (14) On July 28, 2003, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on November 26, 2001. In exchange, the reporting person will receive a replacement option on or after January 29, 2004, having an exercise price of the underlying stock on the grant date.
 - (15) The option provides for vesting of 500 shares on April 25, 2002 and the remaining 1,500 shares to vest monthly through April 25, 2005.
 - (16) On July 28, 2003, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on November 26, 2001. In exchange, the reporting person will receive a replacement option on or after January 29, 2004, having an exercise price of the underlying stock on the grant date.
 - (17) The option provides for vesting of 1,437 shares on April 24, 2003 and the remaining 4,313 shares to vest monthly through April 24, 2006.
 - (18) The option provides for vesting of 1,437 shares on April 24, 2003 and the remaining 4,313 shares to vest monthly through April 24, 2006.
 - (19) The option provides for vesting of 1,437 shares on April 24, 2003 and the remaining 4,313 shares to vest monthly through April 24, 2006.
 - (20) The option provides for vesting of 1,437 shares on April 24, 2003 and the remaining 4,313 shares to vest monthly through April 24, 2006.
 - (21) The option provides for vesting of 2,500 shares on December 18, 2003 and the remaining 7,500 shares to vest monthly through December 18, 2006.
 - (22) The option provides for vesting of 1,562 shares on May 1, 2004 and the remaining 4,688 shares to vest monthly through May 1, 2007.
 - (23) On July 28, 2003, the Issuer canceled, pursuant to the Issuer's option exchange program, an option granted to the reporting person on May 1, 2003. In exchange, the reporting person will receive a replacement option on or after January 29, 2004, having an exercise price of the underlying stock on the grant date.

Remarks:

Derivative securities omitted from original Form 3 filed on December 18, 2003.

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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