

MEYER DERRICK R
Form 4
January 12, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MEYER DERRICK R

2. Issuer Name and Ticker or Trading Symbol
ADVANCED MICRO DEVICES INC [AMD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ADVANCED MICRO DEVICES INC., ONE AMD PLACE

(Street)

SUNNYVALE, CA 94088-3453

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2011

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Former President & CEO

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 01/10/2011 | | M | | 706,849 (1) | A | \$ 0 1,007,472 D |
| Common Stock | 01/10/2011 | | F | | 247,087 (2) | D | \$ 9.19 760,385 D |

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

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(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Restricted Stock Units | \$ 0 | 01/10/2011 | | M | 66,667 | 01/10/2011 | 01/11/2011 | Common Stock | 66,667 |
| Restricted Stock Units | \$ 0 | 01/10/2011 | | M | 52,667 | 01/10/2011 | 08/15/2015 | Common Stock | 52,667 |
| Restricted Stock Units | \$ 0 | 01/10/2011 | | M | 300,015 | 01/10/2011 | 05/15/2016 | Common Stock | 300,015 |
| Restricted Stock Units | \$ 0 | 01/10/2011 | | M | 287,500 | 01/10/2011 | 05/15/2017 | Common Stock | 287,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| MEYER DERRICK R ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453 | | | | Former President & CEO |

Signatures

Derrick R.
Meyer 01/12/2011

**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).

The acceleration of the vesting of Mr. Meyer's restricted stock units occurred in connection with Mr. Meyer's resignation as President, Chief Executive Officer and director of the Company, effective January 10, 2011 and pursuant to the terms of his employment agreement (1) with the Company dated July 17, 2008 and his separation agreement and release dated January 10, 2011. Mr. Meyer will actually receive the resulting shares upon the effectiveness of the ADEA release per the terms of the separation agreement, which will be on January 18, 2011, assuming Mr. Meyer does not exercise his revocation rights under the separation agreement.

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- (2) Estimated using closing stock price of AMD common stock on January 10, 2011. Actual release of shares is expected to occur on January 18, 2011, the effective date of the ADEA release.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.