

WOLIN HARRY A
Form 4
January 27, 2006

FORM 4

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

OMB APPROVAL

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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, 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 *
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)

(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)
01/25/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/25/2006		M		359	A	\$ 11.69
Common Stock	01/25/2006		M		359	A	\$ 8.46
Common Stock	01/25/2006		M		718	A	\$ 5.92
Common Stock	01/25/2006		M		625	A	\$ 6.67
Common Stock	01/25/2006		M		22,939	A	\$ 14.86

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Common Stock 01/25/2006 S 22,500 D \$ 37.34 19,054 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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 11.69	01/25/2006		M	359	04/24/2006 ⁽¹⁾	04/24/2012	Common Stock	359
Employee Stock Option	\$ 8.46	01/25/2006		M	359	04/24/2006 ⁽¹⁾	07/24/2012	Common Stock	359
Employee Stock Option	\$ 5.92	01/25/2006		M	359	04/24/2006 ⁽¹⁾	10/24/2012	Common Stock	359
Employee Stock Option	\$ 5.92	01/25/2006		M	359	04/24/2006 ⁽¹⁾	10/24/2012	Common Stock	359
Employee Stock Option	\$ 6.67	01/25/2006		M	625	12/18/2006 ⁽²⁾	12/18/2012	Common Stock	625
Employee Stock Option	\$ 14.86	01/25/2006		M	22,939	04/25/2005	05/15/2010	Common Stock	22,939

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

SVP, General Counsel

Signatures

Harry A. Wolin 01/27/2006

**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 1,437 shares on 4/24/2003 then remaining shares vest monthly through 4/24/2006.
 - (2) This option vests 2,500 shares on 12/18/2003 then remaining shares vest monthly through 12/18/2006.

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.