

READ RORY P
Form 4
June 19, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
READ RORY P

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**

3. Date of Earliest Transaction
(Month/Day/Year)
06/15/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

(Street)
SUNNYVALE, CA 94088-3453

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

(City) (State) (Zip)

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 (D) Price			

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

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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Grant	\$ 5.87	06/15/2012	A		696,969		<u>(1)</u>	06/15/2019	Common Stock	696,969
RSU Award	<u>(2)</u>	06/15/2012	A		271,957		<u>(3)</u>	06/15/2019	Common Stock	271,957
RSU Award	<u>(2)</u>	06/15/2012	A		543,914		<u>(4)</u>	06/15/2019	Common Stock	543,914

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
READ RORY P ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453	X		President and CEO	

Signatures

Harry A. Wolin By Power of Attorney
06/19/2012

__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 6/15/2013 then 8.33% per quarter over the next eight following quarters.

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

(3) This award vests 1/3 on each of August 9, 2013, August 9, 2014 and August 9, 2015.

This award vests in three equal annual installments commencing on the first anniversary of the grant date if (i) the weighted average closing price of the Company's common stock over any 30-day period during the three-year vesting period is equal to or greater than \$10.00 per share and (ii) Mr. Read continues his employment with the Company through the applicable vesting date.

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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