

ADVANCED MICRO DEVICES INC
Form 4
March 23, 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 *
RUIZ HECTOR

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)
03/21/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman 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				(A) or (D)	Price
Common Stock	03/21/2006		M			6,944	A	\$ 7.16	269,167	D	
Common Stock	03/21/2006		M			6,944	A	\$ 7.36	276,111	D	
Common Stock	03/21/2006		M			9,721	A	\$ 11.33	285,832	D	
Common Stock	02/21/2006		M			4,166	A	\$ 14.22	289,998	D	
Common Stock	03/21/2006		M			22,225	A	\$ 14.64	312,223	D	

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Common Stock	03/21/2006	S ⁽¹⁾	26,200	D	\$ 34.29	286,023	D
Common Stock	03/21/2006	S ⁽¹⁾	900	D	\$ 34.15	285,123	D
Common Stock	03/21/2006	S ⁽¹⁾	6,600	D	\$ 34.1	278,523	D
Common Stock	03/21/2006	S ⁽¹⁾	600	D	\$ 34.05	277,923	D
Common Stock	03/21/2006	S ⁽¹⁾	3,000	D	\$ 34.03	274,923	D
Common Stock	03/21/2006	S ⁽¹⁾	1,000	D	\$ 34.02	273,923	D
Common Stock	03/21/2006	S ⁽¹⁾	3,400	D	\$ 34	270,523	D
Common Stock	03/21/2006	S ⁽¹⁾	3,100	D	\$ 33.99	267,423	D
Common Stock	03/21/2006	S ⁽¹⁾	200	D	\$ 33.96	267,223	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)	Amount or Number of Shares
Employee Stock Option	\$ 7.36	03/21/2006		M	6,944	⁽²⁾ 05/01/2013	Common Stock	6,944
Employee Stock Option	\$ 7.16	03/21/2006		M	6,944	⁽²⁾ 08/01/2013	Common Stock	6,944

Employee Stock Option	\$ 14.64	03/21/2006	M	22,225	04/27/2005	02/02/2014	Common Stock	22,225
Employee Stock Option	\$ 14.22	03/21/2006	M	4,166	(3)	04/30/2011	Common Stock	4,166
Employee Stock Option	\$ 11.33	03/21/2006	M	4,166	(3)	07/28/2011	Common Stock	4,166
Employee Stock Option	\$ 11.33	03/21/2006	M	5,555	(3)	07/28/2011	Common Stock	5,555

Reporting Owners

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

Signatures

Hector Ruiz 03/23/2006

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2006.
- (2) Option vests 33 1/3% on 5/1/2004 then remaining shares vest monthly through 5/1/2006.
- (3) Option vests 33 1/3% on 4/30/2005 then remaining shares vest monthly through 4/30/2007.

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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