

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)

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

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

ADVANCED MICRO DEVICES INC., ONE AMD PLACE

(Street)

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

SUNNYVALE, CA 94088-3453

(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 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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**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 of 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.

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