

ADVANCED MICRO DEVICES INC

Form 4

July 02, 2015

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 *
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**

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2015

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, Gen. Counsel & Secretary

(Street)
SUNNYVALE, CA 94088-3453

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	06/30/2015		M		30,468	A	\$ 0
							364,359
							D
Common Stock	06/30/2015		F		8,333	D	\$ 2.4
							356,026
							D

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

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information contained in this form are not
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(9-02)

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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 or Number of Shares
Performance Stock Units	\$ 0 ⁽¹⁾	06/30/2015		A	30,468 ⁽²⁾	⁽³⁾ ⁽³⁾	Common Stock 30,468

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, Gen. Counsel & Secretary

Signatures

Harry A. Wolin 07/02/2015

Signature of Date
Reporting Person

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) Each PRSU represents a contingent right to receive between 0% and 200% of one share of common stock. The resulting number of shares acquired upon vesting of the PRSU is contingent upon the Company achieving certain pre-established target levels of Non-GAAP operating income plus interest expense over an 18-month performance period commencing on July 1, 2013 and ending on December 31, 2014 (Performance Period), with the initial maximum number of PRSUs that may be earned being equal to 160% of the initial target PRSUs and the initial minimum number of PRSUs that may be earned being equal to zero. Once the initial PRSU award amount is determined, the PRSUs will then be subject to adjustment based upon the Company's total shareholder return (TSR) relative to the TSR of the S&P 500 IT Sector over the Performance Period, with a maximum negative adjustment of 25% at the 25th percentile, no adjustment at the 50th percentile and a maximum positive adjustment of 125% at the 75th percentile.

(2) The reported number of securities represents 37.5% of one-half of the initial target number of shares subject to the 2013 PRSUs that were earned as of the 18-month performance period ended December 31, 2014.

(3) The reported number of securities represents the remaining one-half of the initial target number of shares subject to the 2013 PRSUs, of which 37.5% was earned as of the 18-month performance period ended December 31, 2014 and will be settled on June 30, 2016, subject to the reporting person's continued employment with the Company through the settlement date, unless such reporting person's employment agreement or other agreement with the Company provides otherwise.

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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