

PALMER ROBERT B
Form 4
May 20, 2013

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 *
PALMER ROBERT B

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)
05/16/2013

____ Director
____ Officer (give title below) Other (specify below)
Former Director

(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 Ownership (Instr. 4)
				Code V	Amount or Price		
Common Stock	05/16/2013		M		163,454 (1)	A	\$ 0 275,564 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)

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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
Restricted Stock Units	\$ 0	05/16/2013		M	12,500	05/16/2013	05/03/2014	Common Stock	12,500
Restricted Stock Units	\$ 0	05/16/2013		M	15,625	05/16/2013	05/08/2015	Common Stock	15,625
Restricted Stock Units	\$ 0	05/16/2013		M	50,000	05/16/2013	05/07/2016	Common Stock	50,000
Restricted Stock Units	\$ 0	05/16/2013		M	28,125	05/16/2013	05/20/2017	Common Stock	28,125
Restricted Stock Units	\$ 0	05/16/2013		M	27,124	05/16/2013	05/03/2018	Common Stock	27,124
Restricted Stock Units	\$ 0	05/16/2013		M	30,080	05/16/2013	05/10/2019	Common Stock	30,080

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMER ROBERT B ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453				Former Director

Signatures

Faina Roeder By Power of Attorney
 Date: 05/20/2013
 **Signature of 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).

- Mr. Palmer retired from AMD's Board of Directors effective May 16, 2013. In connection with AMD's outside director equity compensation policy, because Mr. Palmer served as a member of the Board for at least three years prior to his retirement and satisfied AMD's equity ownership guidelines, his unvested RSU awards comprised of 18,419 shares of AMD common stock, became fully vested upon his retirement on May 16, 2013. In addition, pursuant to AMD's outside director equity compensation policy, Mr. Palmer elected to defer the issuance of these shares of stock issuable upon the vesting of his RSU awards until he ceases to serve on the Board. On May 16, 2013, the date of his retirement from AMD's Board of Directors, the deferred shares were issued to Mr. Palmer.
- (1)

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.