

Orton Dave
Form 4
October 27, 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 *
Orton Dave

2. Issuer Name and Ticker or Trading Symbol
ADVANCED MICRO DEVICES INC [AMD]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

(Last) (First) (Middle)
ADVANCED MICRO DEVICES, INC., ONE AMD PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/25/2006

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	(D)	Price
Common Stock	10/25/2006		A		30,612	A	11 30,612

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)

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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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)
Common Stock	\$ 7.26	10/25/2006		A	336,062	10/25/2006 07/09/2009	Common Stock	336,062
Common Stock	\$ 19.28	10/25/2006		A	239,900	06/30/2008 ⁽³⁾ 06/30/2011	Common Stock	239,900
Common Stock	\$ 14.63	10/25/2006		A	191,920	10/31/2009 ⁽⁵⁾ 10/31/2012	Common Stock	191,920

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Orton Dave ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453			Executive Vice President	

Signatures

Hollis M. O'Brien By Power of Attorney
 10/27/2006
 **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) Received in connection with the acquisition ("Acquisition") of ATI Technologies Inc. ("ATI") by Advanced Micro Devices, Inc. as the stock portion of the acquisition consideration for Mr. Orton's 245,822 shares owned on the effective date of the Acquisition. On the effective date, the total consideration paid for each common share of ATI, based on the Parent Closing Stock Price (as defined in the Plan of Arrangement, as amended) was \$21.36.
 - (2) Received in connection with the Acquisition of ATI by Advanced Micro Devices, Inc., which included the assumption of ATI's employee stock option plan, in exchange for an employee stock option to acquire 350,211 shares of ATI common stock for \$6.96 per share.
 - (3) The option vests 14,994 shares on December 30, 2006 then approximately 14,994 shares per quarter thereafter through June 30, 2008.
 - (4) Received in connection with the Acquisition of ATI by Advanced Micro Devices, Inc., which included the assumption of ATI's employee stock option plan, in exchange for an employee stock option to acquire 250,000 shares of ATI common stock for \$18.50 per share.
 - (5) The option vests 25% on October 31, 2006 then 11,995 shares vest per quarter thereafter through October 31, 2009.
 - (6) Received in connection with the Acquisition of ATI by Advanced Micro Devices, Inc., which included the assumption of ATI's employee stock option plan, in exchange for an employee stock option to acquire 200,000 shares of ATI common stock for \$14.03 per share.

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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