ADVANCED MICRO DEVICES INC

Form 4

November 24, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

Form 4 or

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 See Instruction

1(b).

(Print or Type Responses)

(Print or Type I	Responses)							
1. Name and Address of Reporting Person * RUIZ HECTOR			Symbol	NCED MI	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (1	Middle)		Earliest Tr	ansaction	X Director		% Owner ner (specify
ADVANCED MICRO DEVICES, INC., ONE AMD PLACE			(Month/Day/Year) 11/22/2008			X Officer (give title Other (specify below) Exec Chair & Chair of the BOD		
		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
SUNNYVA	LE, CA 94088-3	453	Filed(Mon	th/Day/Year)	Applicable Line) _X_ Form filed by Form filed by Person		
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative Securities Acq	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	equired	5. Amount of	6. Ownership	7. Nature of
(Month/Day/Year)	Execution Date, if	Transactio	Transaction(A) or Disposed of		Securities	Form: Direct	Indirect	
	any	Code	Code (D)		Beneficially	(D) or	Beneficial	
	(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
			(A)		Reported			
						Transaction(s)		
		Code V	Amount		Price	(Instr. 3 and 4)		
								Held
								indirectly
								through a
11/22/2009		M	1.250	٨	¢ 0	510 775	т	•
11/22/2008		IVI	1,230	А	\$ 0	310,773	1	family trust
								for which
								Dr. Ruiz is
								a trustee.
11/00/0000		г	455	Б	Ф	510 220	т	TT 11
11/22/2008		F	455	D		510,320	1	Held
					1.82			indirectly
								through a
								family trust
		any (Month/Day/Year) 11/22/2008	(Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8) Code V 11/22/2008 M	(Month/Day/Year) Execution Date, if Transaction(A) or Di any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, Code V Amount 11/22/2008 M 1,250	(Month/Day/Year) Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and (A) or Code V Amount (D) 11/22/2008 M 1,250 A	(Month/Day/Year) Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	(Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price (Instr. 3 and 4) M 1,250 A \$ 0 510,775	(Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Code (D) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4) 11/22/2008 M 1,250 A \$ 0 510,775 I

for which Dr. Ruiz is a trustee.

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)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	11/22/2008		M	1,250	11/22/2008	05/04/2013	Common Stock	1,250

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	Director	10% Owner	Officer	Other			
RUIZ HECTOR ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453	X		Exec Chair & Chair of the BOD				
Signatures							

Faina Medzonsky By Power of 11/24/2008 Attorney

> **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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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