

ADVANCED MICRO DEVICES INC  
 Form 4  
 November 04, 2016

**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 \*  
**KUMAR DEVINDER**

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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/02/2016**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP, CFO & Treasurer**

**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 (A) or (D)		
Common Stock	11/02/2016		S		36,574 (1)	D	\$ 6.73 478,890 D
Common Stock	11/02/2016		M		515,102	A	\$ 0 993,992 D
Common Stock	11/04/2016		S		275,895 (2)	D	\$ 6.61 718,097 (3) D

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

Persons who respond to the collection of information contained in this form are not

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required to respond unless the form displays a currently valid OMB control number.

**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
Performance Stock Units (4)	\$ 0	11/02/2016		M	515,102 (5)	(4)	(4)	Common Stock	515,102

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

KUMAR DEVINDER  
ADVANCED MICRO DEVICES, INC.  
ONE AMD PLACE  
SUNNYVALE, CA 94088-3453

SVP, CFO & Treasurer

## Signatures

/s/ Devinder Kumar                      11/04/2016

\_\_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) Represents the number of shares sold to cover Reporting Person's incremental tax liability.
- (2) Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of Reporting Person's Performance-based Restricted Stock Units ("PRsUs").  
The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.47 to \$6.72 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The number of PRsUs that may be earned is based on a three-year compound annual growth rate milestone related to AMD's closing stock price that may be attained within the three-year performance period that began on August 15, 2015 and ends on August 15, 2018 (the "Performance Period"), with the potential payout levels of PRsUs at 50%, 100%, 200% and 250% of the target number of PRsUs granted, provided however, no more than 50% of the PRsU Award shall vest on the first anniversary of the grant date and 50% shall vest

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at the end of the Performance Period, to the extent earned.

- (5) The reported number of securities represents 50% of the earned number of shares subject to the 2015 PRSUs, that were issuable on the date the Compensation and Leadership Resources Committee certified performance.
- (6) The reported number of securities represents the remaining 50% of the number of shares that will vest at the end of the Performance Period subject to the Reporting Person's continued employment.

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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