

Hester Phillip D
 Form 4
 February 20, 2008

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 *
 Hester Phillip D

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)

SUNNYVALE, CA 94088-3453

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2008

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 Senior VP, Chf Technology Off

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

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	(A) or (D)	Price
Common Stock	02/15/2008		M		1,333	A	\$ 0
Common Stock	02/15/2008		F		435	D	\$ 6.45
							11,481
							11,046

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

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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
Employee Stock Option	\$ 6.45	02/15/2008		A	7,500	<u>(1)</u> 02/15/2015	Common Stock	7,500
RSU Award	<u>(2)</u>	02/15/2008		A	4,000	<u>(3)</u> 02/15/2015	Common Stock	4,000
Restricted Stock Units	\$ 0	02/15/2008		M	1,333	02/15/2008 02/15/2015	Common Stock	1,333

Reporting Owners

Reporting Owner Name / Address

Relationships

Hester Phillip D
ADVANCED MICRO DEVICES, INC.
ONE AMD PLACE
SUNNYVALE, CA 94088-3453

Director 10% Owner Officer Other

Senior VP, Chf Technology Off

Signatures

Faina Medzonsky By Power of Attorney

02/20/2008

**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) This option vests 33 1/3% on 5/15/2008 then 8.33% quarterly for the next two years.

(2) Each restricted stock unit represents a contingent right to receive one share of common stock.

(3) Vesting of this award is based on assessment of accomplishments against milestones and will vest 1/3 of the total amount on the initial grant date, 1/3 of the amount 12 months following the initial grant date, and 1/3 of the amount 24 months following the initial grant date.

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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