

Orton Dave
Form 4
October 27, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

(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)
10/25/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 | (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Orton Dave - Form 4

| 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.

Edgar Filing: Orton Dave - Form 4

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.