

Su Lisa T
 Form 4
 February 16, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Su Lisa T

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)
 2485 AUGUSTINE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/14/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

SANTA CLARA, CA 95054
 (City) (State) (Zip)

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 or Price		
Common Stock	02/14/2018		M		129,472 (1)	A	\$ 5.66 2,108,245 D
Common Stock	02/14/2018		M		26,952 (1)	A	\$ 5.87 2,135,197 D
Common Stock	02/14/2018		S		66,972 (2)	D	\$ 12.05 2,068,225 D (3)
Common Stock	02/14/2018		S		89,452 (2)	D	\$ 12 1,978,773 D
Common Stock	02/14/2018		S		25,000	D	\$ 12.05 1,953,773 D

(4)

Common Stock	196,544	I	By Grantor Retained Annuity Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. 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
Stock Option	\$ 5.66	02/14/2018		M	129,472	<u>(5)</u>	01/15/2019	Common Stock	129,472
Stock Option	\$ 5.87	02/14/2018		M	26,952	<u>(6)</u>	06/15/2019	Common Stock	26,952

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Su Lisa T 2485 AUGUSTINE DRIVE SANTA CLARA, CA 95054	X		President & CEO	

Signatures

/s/Linda Lam by Power of Attorney for Lisa T. Su	02/16/2018
**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).

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- (1) The stock option exercises reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 8, 2017.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 8, 2017.
Transaction executed in multiple trades at prices ranging from \$11.64 to \$12.31 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (3) Transaction executed in multiple trades at prices ranging from \$11.68 to \$12.29 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (4) These options vested 33 1/3% on January 15, 2013 and then 8 1/3% per quarter over the next eight following quarters.
- (5) These options vested 33 1/3% on June 15, 2013 and then 8 1/3% per quarter over the next eight following quarters.
- (6) These options vested 33 1/3% on June 15, 2013 and then 8 1/3% per quarter over the next eight following quarters.

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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