

ADVANCED MICRO DEVICES INC

Form 4

November 04, 2016

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Norrod Forrest Eugene

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

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

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP & GM EESC

(Street)
SUNNYVALE, CA 94088-3453

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common Stock	11/02/2016		S	(A) or (D) D Amount 20,500 (1) Price \$ 6.92	230,159	D	
Common Stock	11/02/2016		M	A Amount 515,102 Price \$ 0	745,261	D	
Common Stock	11/04/2016		S	(A) or (D) D Amount 203,806 (2) Price \$ 6.61 (3)	541,455	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**

SEC 1474
(9-02)

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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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PRSU Award (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
Norrod Forrest Eugene ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453			SVP & GM EESC	

Signatures

/s/ Forrest Eugene
Norrod
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 (the "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.
- (3)
- (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 PRSU Award, 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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