

ADVANCED MICRO DEVICES INC

Form 4

August 18, 2015

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

OMB APPROVAL

OMB Number: 3235-0287

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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 \*  
 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)  
 08/15/2015

 \_\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
☒ 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)  
☒ 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        |                                                                                               |                                                          |                                   |
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                             |

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

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 SEC 1474  
 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|

# Edgar Filing: ADVANCED MICRO DEVICES INC - Form 4

| Security<br>(Instr. 3)   | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | (Month/Day/Year) | (Instr. 3 and 4) |                     |                    |                 |                                  |
|--------------------------|---------------------------------------------------|-------------------------|--------------------|-----------------------------------------------------------------------------|------------------|------------------|---------------------|--------------------|-----------------|----------------------------------|
|                          |                                                   |                         | Code               | V                                                                           | (A)              | (D)              | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Stock<br>Option<br>Grant | \$ 1.84                                           | 08/15/2015              | A                  |                                                                             | 500,221          |                  | (1)                 | 08/15/2022         | Common<br>Stock | 500,221                          |
| PRSU<br>Award            | (2) (3)                                           | 08/15/2015              | A                  |                                                                             | 412,082<br>(3)   |                  | (3)                 | (3)                | Common<br>Stock | 412,082<br>(3)                   |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |                     |       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|---------------------|-------|
|                                                                                                    | Director      | 10% Owner | Officer             | Other |
| Norrod Forrest Eugene<br>ADVANCED MICRO DEVICES, INC.<br>ONE AMD PLACE<br>SUNNYVALE, CA 94088-3453 |               |           | SVP &<br>GM<br>EESC |       |

## Signatures

Forrest E.  
Norrod

08/18/2015

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 August 15, 2016 and 8 1/3% per quarter over the next eight following quarters.

(2) Each performance-based restricted stock unit ("PRSU") represents a contingent right to receive one share of AMD's common stock.

The number of PRSUs that may be earned is based on three-year compounded growth rate milestones related to AMD's closing stock price that may be attained within the three-year performance period that begins on August 15, 2015 and ends on August 15, 2018 (the

(3) '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 at the end of the Performance Period, to the extent earned.

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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