

Orton Dave
Form 4
October 27, 2006

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

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(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

3. Date of Earliest Transaction
(Month/Day/Year)
10/25/2006

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

(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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (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.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
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.

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