

SMITH DARLA M
Form 4
August 24, 2017

FORM 4

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

OMB APPROVAL

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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 *
SMITH DARLA M

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)
ONE AMD PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2017

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Chief Accounting Officer

SUNNYVALE, CA 94085

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 08/22/2017 | | M | | 9,823 (1) A \$ 3.9 | D | |
| Common Stock | 08/22/2017 | | M | | 5,886 (1) A \$ 4.08 | D | |
| Common Stock | 08/22/2017 | | M | | 4,690 (1) A \$ 1.84 | D | |
| Common Stock | 08/22/2017 | | S | | 22,175 (2) D \$ 12.2 | D | |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 3.9 | 08/22/2017 | | M | 9,823 | <u>(3)</u> 06/17/2020 | Common Stock | 9,823 |
| Stock Option | \$ 4.08 | 08/22/2017 | | M | 5,886 | <u>(4)</u> 08/12/2021 | Common Stock | 5,886 |
| Stock Option | \$ 1.84 | 08/22/2017 | | M | 4,690 | <u>(5)</u> 08/15/2022 | Common Stock | 4,690 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| SMITH DARLA M ONE AMD PLACE SUNNYVALE, CA 94085 | | | | Chief Accounting Officer |

Signatures

/s/ Darla M. Smith 08/24/2017

**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) The stock option exercises reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 28, 2016.

(2)

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The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 28, 2016.

- (3) The options vested 33 1/3% on June 17, 2014 and then 8 1/3% per quarter over the next eight following quarters.
- (4) The options vested 33 1/3% on August 9, 2015 and then 8 1/3% per quarter over the next eight following quarters.
- (5) This option vested 33 1/3% on August 15, 2016 and vests 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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