

ADVANCED MICRO DEVICES INC
 Form 4
 November 04, 2016

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 *
WOLIN HARRY A

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
 Officer (give title below) _____ Other (specify below) SVP & GC

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 11/02/2016 | | M | | 334,815 | A | \$ 0 843,281 |
| Common Stock | 11/04/2016 | | S | | 137,165 | D | \$ 6.61 706,116 |
| | | | | | (1) | | (2) |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Performance Stock Units (3) | \$ 0 | 11/02/2016 | | M | 334,815 (4) | (3) | (3) | Common Stock | 334,815 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| WOLIN HARRY A ADVANCED MICRO DEVICES, INC. ONE AMD PLACE SUNNYVALE, CA 94088-3453 | | | SVP & GC | |

Signatures

/s/ Harry Wolin 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 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 ("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.
- (2) 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 at the end of the Performance Period, to the extent earned.
- (3) The reported number of securities represents 50% of the earned number of shares subject to the 2015 PRSUs, that were issuable on the date the Compensation and Leadership Resources Committee certified performance.
- (4) 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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