

ADVANCED MICRO DEVICES INC

Form 4

November 04, 2014

**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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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Su Lisa T

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)  
10/31/2014

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President & CEO

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |

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

**Persons who respond to the collection of  
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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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>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 5) | (Month/Day/Year) |     | (Instr. 3 and 4)    |                    |                 |                            |
|--------------------------|---------------------------------------------------|-------------------------|--------------------|--------------------------------------------------------------------------|------------------|-----|---------------------|--------------------|-----------------|----------------------------|
|                          |                                                   |                         | Code               | V                                                                        | (A)              | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Stock<br>Option<br>Grant | \$ 2.8                                            | 10/31/2014              | A                  |                                                                          | 1,566,598        |     | <u>(1)</u>          | 10/31/2021         | Common<br>Stock | 1,566,598                  |
| RSU<br>Award             | <u>(2)</u>                                        | 10/31/2014              | A                  |                                                                          | 608,780          |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 608,780                    |
| PRSU<br>Award            | <u>(4)</u>                                        | 10/31/2014              | A                  |                                                                          | 1,217,560        |     | <u>(5)</u>          | <u>(5)</u>         | Common<br>Stock | 1,217,560                  |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships |           |                 |       |
|----------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                        | Director      | 10% Owner | Officer         | Other |
| Su Lisa T<br>ADVANCED MICRO DEVICES, INC.<br>ONE AMD PLACE<br>SUNNYVALE, CA 94088-3453 | X             |           | President & CEO |       |

## Signatures

Lisa Su 11/03/2014

\*\*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 October 8, 2015 and 8 1/3% per quarter over the next eight following quarters.

(2) Each restricted stock unit represents a contingent right to receive one share of common stock.

(3) This award vests 33 1/3% on each of October 8, 2015, 2016 and 2017.

(4) Each PRSU represents a contingent right to receive between zero and two shares of common stock. The reported number of securities represents the target number of shares that may be earned, which will be adjusted by between 0% and 160% based upon the Company achieving certain pre-established target levels of adjusted non-GAAP operating income plus interest expense over a two-year performance period commencing on January 1, 2014 and ending on December 31, 2015. The target number of shares will then be adjusted by between 0% and 125% based on the Company's total shareholder return (TSR) relative to the TSR of the S&P 500 IT Sector over the performance period.

(5) The earned shares of common stock vest 50% on each of December 31, 2015 and 2016.

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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