

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>GRASBY PAUL DARREN</b>  (Last) (First) (Middle) 2485 AUGUSTINE DRIVE  (Street) SANTA CLARA CA 95054  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ADVANCED MICRO DEVICES INC [AMD]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>SVP &amp; CSO, President EMEA</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/15/2020</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/15/2020		M		33,985	A	\$0	61,098	D	
Common Stock	02/15/2020		M		3,861	A	\$0	64,959	D	
Common Stock	02/18/2020		S		17,922 <sup>(1)</sup>	D	\$54.9	47,037	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(2)	02/15/2020		M			33,985	(3)	(3)	Common Stock	33,985	\$0	33,987	D	
Restricted Stock Units	(2)	02/15/2020		M			3,861	(4)	(4)	Common Stock	3,861	\$0	7,723	D	
PRSU Award	(5)	02/15/2020		A			39,992	(6)	(6)	Common Stock	39,992	\$0	39,992	D	
RSU Award	(2)	02/15/2020		A			39,992	(7)	(7)	Common Stock	39,992	\$0	39,992	D	

**Explanation of Responses:**

- Represents shares automatically sold pursuant to an irrevocable sell to cover election to satisfy tax withholding obligations in connection with the vesting and settlement of the Reporting Person's Restricted Stock Units ("RSUs").
- Each RSU represents a contingent right to receive one share of AMD's common stock.
- The RSUs vest 1/3 on each of February 15, 2019, 2020 and 2021.
- The RSUs vest 1/3 on each of February 15, 2020, 2021 and 2022.
- Between 0% and 250% of the target number of PRSUs may be earned depending on (a) the return on AMD's stock price relative to the return on the S&P 500 Index over the performance period that began on August 9, 2019 and ends on August 9, 2022, (b) the absolute return on AMD's stock price over the performance period, and (c) AMD's non-GAAP earnings per share growth from its 2019 to 2021 fiscal years. Notwithstanding, the maximum number of PRSUs that may be earned is limited to (x) twelve times the target value of the PRSU award, divided by (y) the closing price of AMD's stock on the last day of the performance period. Vesting of any earned PRSUs is generally subject to the Reporting Person's continued employment and/or service with AMD through August 9, 2022 (or the one-year anniversary of a change in control, if earlier).
- The actual number of PRSUs that may be earned, if at all, will be determined by the Compensation and Leadership Resources Committee ("Compensation Committee") based on AMD's actual performance with respect to the performance vesting conditions described in footnote 5, above. Earned and vested PRSUs will generally be settled on the later of August 16, 2022 or the date following the Compensation Committee's determination of performance.
- The RSUs vest 1/3 on each of February 15, 2021, 2022 and 2023.

**Remarks:**

/s/Paul Darren Grasby 02/19/2020  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**