

Su Lisa T
Form 4
August 13, 2018

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
Number: 3235-0287
Expires: January 31,
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)
2485 AUGUSTINE DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2018

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

SANTA CLARA, CA 95054

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/09/2018		M	164,298	A \$ 0	1,693,071	D
Common Stock	08/10/2018		S	65,472 (1)	D \$ 19.14	1,627,599	D
Common Stock						196,544	I
							By Grantor Retained Annuity Trust

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

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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 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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Restricted Stock Units	(2)	08/09/2018		M		114,989		(3)	(3)	Common Stock	1
Restricted Stock Units	(2)	08/09/2018		M		49,309		(4)	(4)	Common Stock	4
Stock Option Grant	\$ 19.1	08/09/2018		A		316,496		(5)	08/09/2025	Common Stock	3
RSU Award	(2)	08/09/2018		A		130,966		(6)	(6)	Common Stock	1
PRSU Award	(7)	08/09/2018		A		261,932		(8)	(8)	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Su Lisa T 2485 AUGUSTINE DRIVE SANTA CLARA, CA 95054	X		President & CEO	

Signatures

/s/Linda Lam by Power of Attorney for Lisa T. Su 08/13/2018

__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).

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- (1) Represents shares automatically sold pursuant to an irrevocable sell to cover election to satisfy tax withholding obligations in connection with the Reporting Person's Restricted Stock Unit ("RSU") vesting.
- (2) Each RSU represents a contingent right to receive one share of AMD's common stock.
- (3) The RSUs vest 1/3 on each of August 9, 2017, 2018 and 2019.
- (4) The RSUs vest 1/3 each on August 9, 2018, 2019 and 2020.
- (5) The options vest 1/3 on each of August 9, 2019, 2020 and 2021.
- (6) The RSUs vest 1/3 on each of August 9, 2019, 2020 and 2021.

Each performance based restricted stock unit ("PRSU") represents a contingent right to receive one share of AMD's common stock.

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 (Performance Period) that begins August 9, 2018 and ends on August 9, 2021,

- (7) (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 2018 to 2020 fiscal years. Notwithstanding, the maximum number of PRSUs that may be earned is limited to (x) eight 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, 2021.

The actual number of PRSUs that may be earned, if at all, will be determined by the Compensation and Leadership Resources Committee ("CLRC") based on AMD's actual performance with respect to the performance vesting conditions described in footnote 7, above. Earned and vested PRSUs will generally be settled on the later of August 16, 2021 or the date following the CLRC's determination of performance.

- (8)

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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