

KUMAR DEVINDER
Form 4
December 01, 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 *
KUMAR DEVINDER

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)
11/29/2017

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
SVP, CFO & Treasurer

SUNNYVALE, CA 94085

(City) (State) (Zip)

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

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 or Price | | |
| Common Stock | 11/29/2017 | | M | | 21,875 (1) | A | \$ 8.6 430,208 D |
| Common Stock | 11/29/2017 | | M | | 73,620 (1) | A | \$ 7.5 503,828 D |
| Common Stock | 11/29/2017 | | M | | 18,024 (1) | A | \$ 5.87 521,852 D |
| Common Stock | 11/29/2017 | | S | | 113,519 (2) | D | \$ 11.04 408,333 D (3) |

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 Grant | \$ 8.6 | 11/29/2017 | | M | 21,875 | <u>(4)</u> 02/15/2018 | Common Stock | 21,875 |
| Stock Option Grant | \$ 7.5 | 11/29/2017 | | M | 73,620 | <u>(5)</u> 06/15/2018 | Common Stock | 73,620 |
| Stock Option Grant | \$ 5.87 | 11/29/2017 | | M | 18,024 | <u>(6)</u> 06/15/2019 | Common Stock | 18,024 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KUMAR DEVINDER ONE AMD PLACE SUNNYVALE, CA 94085 | | | SVP, CFO & Treasurer | |

Signatures

/s/ Linda Lam by Power of Attorney for Devinder Kumar 11/30/2017

__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 August 30, 2017.

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- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2017.

Transaction executed in multiple trades at prices ranging from \$10.85 to \$11.16 per share, inclusive. The price reported in column 4

- (3) above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

- (4) This option vested 33 1/3% on May 15, 2011 and then 8 1/3% per quarter over the next eight following quarters.

- (5) This option vested 33 1/3% on May 15, 2012 and then 8 1/3% per quarter over the next eight following quarters.

- (6) This option vested 33 1/3% on June 15, 2013 and then 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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