APPLIED MATERIALS INC/DE

Form 4 March 07, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * POWELL DENNIS D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

APPLIED MATERIALS INC/DE [AMAT]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

C/O APPLIED MATERIALS. INC., 3050 BOWERS AVE, M/S

1268 P.O. BOX 58039

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

Filed(Month/Day/Year)

(Month/Day/Year)

03/05/2013

X Form filed by One Reporting Person Form filed by More than One Reporting

SANTA CLARA, CA 95054

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

Code V

Price Amount (D)

(A)

Transaction(s) (Instr. 3 and 4)

Common Stock

03/05/2013

14,556 (1)

\$0 $102,645 \stackrel{(2)}{=}$

D

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
		Derivative			Securities				(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						,
						4, and 5)						
										Amount		
							Date Exercisable	Expiration Date	Title N	or		
										Number		
										of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

POWELL DENNIS D C/O APPLIED MATERIALS, INC. 3050 BOWERS AVE, M/S 1268 P.O. BOX 58039 SANTA CLARA, CA 95054



Signatures

/s/ Charmaine Mesina, Attorney-in-Fact

03/07/2013

**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).

Represents automatic annual grant of restricted stock units to non-employee member of the Board of Directors (the "Board") pursuant to the Applied Materials, Inc. ("Applied") Employee Stock Incentive Plan. These restricted stock units are scheduled to vest on March 1,

(1) 2014 (subject to continued service as a director through the vest date). Pursuant to Mr. Powell's election to defer, any units that vest from this grant will be converted on a one-for-one basis into shares of Applied common stock and paid to him on the date of his termination of service from the Applied Board.

Number of shares includes 48,752 restricted stock units previously reported, of which (a) 38,350 units have vested and which, pursuant to Mr. Powell's election to defer, will be converted on a one-for-one basis into shares of Applied common stock and paid to him on the date

(2) of his termination of service from the Applied Board and (b) 10,402 units will be converted in the future on a one-for-one basis into shares of Applied common stock upon vesting, which vesting is scheduled to occur in installments during each March of 2014 and 2015 (all vesting is subject to continued service as a director through each applicable vest date).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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