

SPLINTER MICHAEL R
 Form 4
 December 07, 2011

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 *
 SPLINTER MICHAEL R

2. Issuer Name and Ticker or Trading Symbol
 APPLIED MATERIALS INC /DE [AMAT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

(Last) (First) (Middle)
 C/O APPLIED MATERIALS, INC., P.O. BOX 58039, 3050 BOWERS AV, M/S 1268
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/05/2011

SANTA CLARA, CA 95054
 (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/05/2011		A	(A) 233,000 (1)	\$ 0	(2)	D
Common Stock	12/05/2011		A	(3) 233,000	\$ 0.01	(4)	D
Common Stock	12/05/2011		A	(5) 109,000	\$ 0	(6)	D
Common Stock	12/05/2011		D	(7) 45,563	\$ 0	(8)	D
					271.676	(9)	I

Common Stock							By The 401(k) Plan
Common Stock				300,000	I		Revocable Trust

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPLINTER MICHAEL R C/O APPLIED MATERIALS, INC. P.O. BOX 58039, 3050 BOWERS AV, M/S 1268 SANTA CLARA, CA 95054	X		Chairman, President and CEO	

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact
Date: 12/07/2011

**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) Represents performance shares (restricted stock units) that will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock upon vesting. These performance shares will vest only after the achievement of specified performance goals. Provided

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such goals are achieved, vesting is scheduled to occur no earlier than in four equal annual installments beginning December 19, 2012 (subject to continued employment through each vest date). The number of shares shown is the target award level. The actual number of shares that may vest ranges from 0% to 150% of the target amount, depending on achievement of specified performance goals.

Increased number of shares reflects periodic payroll acquisitions under Employees' Stock Purchase Plan that are exempt under Rule 16a-10 and Rule 16b-3. Number of shares includes: (a) 811,563 performance shares (restricted stock units) previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock upon vesting, which vesting is scheduled to occur as follows: (i) 172,813 shares are scheduled to vest in installments during each December of 2011 through 2013; and (ii) provided specified performance goals are achieved, 638,750 shares will be scheduled to vest in installments during each December of 2011 through 2014; and (b) 186,875 shares of restricted stock previously reported that are scheduled to vest as follows: (i) 34,375 shares are scheduled to vest in installments during each December of 2011 through 2013; and (ii) provided specified performance goals are achieved, 152,500 shares will be scheduled to vest in installments during each December of 2011 through 2014 (all vesting is subject to continued employment through each vest date).

- (2) Represents shares of restricted stock that will vest only after the achievement of specified performance goals. Provided such goals are achieved, vesting is scheduled to occur no earlier than in four equal annual installments beginning December 19, 2012 (subject to continued employment through each vest date). The number of shares shown is the target award level. The actual number of shares that may vest ranges from 0% to 150% of the target amount, depending on achievement of specified performance goals.

- (4) Number of shares includes: (a) 1,044,563 performance shares (restricted stock units) that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock upon vesting, which vesting is scheduled to occur as follows: (i) 172,813 shares are scheduled to vest in installments during each December of 2011 through 2013; (ii) provided specified performance goals are achieved, 638,750 shares will be scheduled to vest in installments during each December of 2011 through 2014; and (iii) provided specified performance goals are achieved, 233,000 shares will be scheduled to vest in installments during each December of 2012 through 2015, which number of shares is the target award level, and the actual number of shares that may vest ranges from 0% to 150% of the target amount depending on achievement of specified performance goals; and (b) 186,875 shares of restricted stock previously reported that are scheduled to vest as follows: (i) 34,375 shares are scheduled to vest in installments during each December of 2011 through 2013; and (ii) provided specified performance goals are achieved, 152,500 shares will be scheduled to vest in installments during each December of 2011 through 2014 (all vesting is subject to continued employment through each vest date).

- (5) Represents performance units that will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock upon vesting. These performance units will vest only after the achievement of specified performance goals. Provided such goals are achieved, vesting is scheduled to occur no earlier than in four equal annual installments beginning December 19, 2012 (subject to continued employment through each vest date). The number of units shown is the target award level. The actual number of units that may vest ranges from 0% to 150% of the target amount, depending on achievement of specified performance goals.

- (6) Number of shares includes: (a) 1,044,563 performance shares (restricted stock units) that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock upon vesting, which vesting is scheduled to occur as follows: (i) 172,813 shares are scheduled to vest in installments during each December of 2011 through 2013; (ii) provided specified performance goals are achieved, 638,750 shares will be scheduled to vest in installments during each December of 2011 through 2014; and (iii) provided specified performance goals are achieved, 233,000 shares will be scheduled to vest in installments during each December of 2012 through 2015, which number of shares is the target award level, and the actual number of shares that may vest ranges from 0% to 150% of the target amount depending on achievement of specified performance goals; and (b) 419,875 shares of restricted stock that are scheduled to vest as follows: (i) 34,375 shares are scheduled to vest in installments during each December of 2011 through 2013; (ii) provided specified performance goals are achieved, 152,500 shares will be scheduled to vest in installments during each December of 2011 through 2014; (iii) provided specified performance goals are achieved, 233,000 shares will be scheduled to vest in installments during each December of 2012 through 2015, which number of shares is the target award level, and the actual number of shares that may vest ranges from 0% to 150% of the target amount depending on achievement of specified performance goals (all vesting is subject to continued employment through each vest date).

- (7) Represents 35,437 previously reported performance shares (restricted stock units) and 10,125 previously reported shares of restricted stock that have been forfeited as specified performance goals were not fully achieved.

- (8) Number of shares includes: (a) 1,009,126 performance shares (restricted stock units) that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock upon vesting, which vesting is scheduled to occur as follows: (i) 713,126 shares are scheduled to vest in installments during each December of 2011 through 2014; (ii) provided specified performance goals are achieved, 63,000 shares will be scheduled to vest in installments during each December of 2011 through 2013; and (iii) provided specified performance goals are achieved, 233,000 shares will be scheduled to vest in installments during each December of 2012 through 2015, which number of shares is the target award level, and the actual number of shares that may vest ranges from 0% to 150% of the target amount depending on achievement of specified performance goals; (b) 409,750 shares of restricted stock that are scheduled to vest as follows: (i) 167,750 shares are scheduled to vest in installments during each December of 2011 through 2014; (ii) provided specified performance goals are achieved, 9,000 shares will be scheduled to vest in installments during each December of 2011 through 2013; (iii) provided specified performance goals are achieved, 233,000 shares will be scheduled to vest in installments during each December of 2012 through 2015, which number of shares is the target award level, and the actual number of shares that may vest ranges from 0% to 150% of the target amount depending on achievement of specified performance goals; and (c) provided specified performance goals are

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achieved, 109,000 performance units will be scheduled to vest in installments during each December of 2012 through 2015, which number of units is the target award level, and the actual number of units that may vest ranges from 0% to 150% of the target amount depending on achievement of specified performance goals (all vesting is subject to continued employment through each vest date).

(9) Increased number of shares reflects dividend reinvestment under the 401(k) Plan that are exempt under Rule 16b-3.

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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