SWAN ROBERT HOLMES

Form 4

March 07, 2013

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per response...

Form 5 obligations

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SWAN ROBERT HOLMES

2. Issuer Name and Ticker or Trading

APPLIED MATERIALS INC/DE

Symbol

[AMAT]

5. Relationship of Reporting Person(s) to

Issuer

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

(Month/Day/Year) 03/05/2013

(Check all applicable) X_ Director

10% Owner Other (specify Officer (give title

C/O APPLIED MATERIALS. INC., 3050 BOWERS AV, M/S 1268

P.O. BOX 58039

(Last)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

SANTA CLARA, CA 95054

(City) (State) (Zip) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

4. Securities Acquired 5. Amount of Securities Beneficially Owned

Following

Reported

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

(A) (D)

Transaction(s) (Instr. 3 and 4) Price

Common Stock

03/05/2013

Code V Amount 14,556 (1)

\$0 $100,735 \stackrel{(2)}{=}$

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	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities		e		Secur	rities	(Instr. 5)	Bene
	Derivative							(Instr.	. 3 and 4)		Owne
	Security				Acquired					Follo	
	•				(A) or						Repo
					Disposed						Trans
		of (D)						(Instr			
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Exercisable Date	Expiration	Title Nu of			
							*		Number		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SWAN ROBERT HOLMES C/O APPLIED MATERIALS, INC. 3050 BOWERS AV, M/S 1268 P.O. BOX 58039 SANTA CLARA, CA 95054

X

Signatures

(2)

/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, 2014 (subject to continued service as a director through the vest date). Pursuant to Mr. Swan's election to defer, any shares that vest from this grant will be converted to 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 28,939 restricted stock units previously reported, of which (a) 18,537 units have vested and which, pursuant to Mr. Swan'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 of his termination of service from the Board and (b) 10,402 units are scheduled to vest in installments during each March of 2014 and 2015 and which, pursuant to Mr. Swan'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 of his termination of service from the Applied Board (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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