

Ghanayem Steve G.
Form 4
December 18, 2017

FORM 4

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

OMB APPROVAL

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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 *
Ghanayem Steve G.

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)
SVP, New Mrkts & Alliances Grp

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

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 12/14/2017 | | A | (A) Amount 46,272 (1) | \$ 0 469,122 | D | |
| Common Stock | 12/14/2017 | | A | (A) Amount 28,016 (2) | \$ 0 497,138 | D | |
| Common Stock | 12/14/2017 | | A | (A) Amount 28,016 (3) | \$ 0 525,154 (4) | D | |
| Common Stock | | | | | 4,379.519 (5) | I | By 401(k) Plan |

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vest ranges from 0% to 200% of the target amount, depending on the achievement of specified performance goals.

- Represents restricted stock units that will be converted on a one-for-one basis into shares of Applied Materials common stock upon vesting, which vesting is scheduled to occur in three equal annual installments beginning December 19, 2018, depending on the achievement of specified performance goals and continued employment through each applicable vest date.
- (3)

- Number of shares includes 277,762 performance shares and restricted stock units previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials common stock upon vesting, which vesting is scheduled to occur as follows: (a) 10,350 restricted stock units are scheduled to vest in January 2018, (b) 20,000 restricted stock units are scheduled to vest in October 2018, (c) 108,084 performance shares are scheduled to vest in installments in December of 2017 through 2019, (d) 51,911 performance shares are scheduled to vest in December 2019, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 200% of the target amount, depending on achievement of specified performance goals, (e) 51,911 restricted stock units are scheduled to vest in installments in December of 2017 through 2019 and (f) 35,506 restricted stock units are scheduled to vest in installments in December of 2018 through 2021, depending on achievement of a specified performance goal (all vesting is subject to continued employment through each applicable vest date).
- (4)
- (5) Increased number of shares reflects dividend reinvestment under 401(k) Plan that is 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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