

APPLIED MATERIALS INC /DE

Form 4

March 06, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0287Expires: January 31,
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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 *
POWELL DENNIS D

(Last) (First) (Middle)

**C/O APPLIED MATERIALS,
INC., 3050 BOWERS AVE, M/S
1268 P.O. BOX 58039**

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol**APPLIED MATERIALS INC /DE
[AMAT]**3. Date of Earliest Transaction
(Month/Day/Year)
03/04/20144. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)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	03/04/2014		A	10,615 (1)	A \$ 0 74,723 (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
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**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 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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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

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

X

Signatures

/s/ Harpreet S. Bal,
Attorney-in-Fact

03/06/2014

__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 automatic annual grant of restricted stock units to non-employee member of the Board of Directors pursuant to the Applied Materials, Inc. ("Applied") Employee Stock Incentive Plan. These restricted stock units will be converted on a one-for-one basis into shares of Applied common stock upon vesting, which vesting is scheduled to occur on March 1, 2015 (subject to accelerated vesting as of three trading days prior to the closing of the transactions contemplated in connection with the business combination agreement, dated September 24, 2013, between Applied and Tokyo Electron Limited, as amended, and continued service as a director through the vest date).

(2) Number of shares includes 56,073 restricted stock units previously reported, of which (a) 52,906 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 of his termination of service from the Applied Board, and (b) 3,167 units previously reported that in the future will be converted on a one-for-one basis into Applied common stock upon vesting, which vesting is scheduled to occur in March 2015 (subject to accelerated vesting described in footnote 1 and continued service as a director through the 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.

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