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APPLIED MATERIALS INC /DE Form 4 December 23, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Thakur Randhir Issuer Symbol APPLIED MATERIALS INC /DE (Check all applicable) [AMAT] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O APPLIED MATERIALS. 12/19/2014 EVP & GM, Silicon Systems INC., P.O. BOX 58039, 3050 BOWERS AV, M/S 1268 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SANTA CLARA, CA 95054 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of 6. Indirect Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial anv (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common 175,000 12/19/2014 \$0 D А A 1,079,064 Stock (1)Common 247,858 \$ D 12/19/2014 F 831.206 (3) D 24.89 (2)Stock By 401(k) Common 4,390.238 (4) I Stock Plan

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)

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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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	of (Month/Day/Year)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo
				Disposed of (D) (Instr. 3, 4, and 5)						Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Thakur Randhir C/O APPLIED MATERIALS, INC. P.O. BOX 58039, 3050 BOWERS AV, N SANTA CLARA, CA 95054	1/S 1268		EVP & GM, Silicon Systems					
Signatures								
/s/ To-Anh Nguyen, Attorney-in-Fact	12/23/2014							
**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).

Represents performance shares and restricted stock acquired based on achievement of specified performance goals related to performance shares and restricted stock previously granted. This acquisition is exempt under Rule 16b-3. The shares are subject to vesting as follows:

- sinces and restricted stock previously granted. This acquisition is exchipt under Kule 100-5. The shares are subject to vesting as follows: 100,000 shares vested on December 19, 2014, and 75,000 shares are scheduled to vest in installments in December of 2015 and 2016 (all vesting is subject to continued employment through each applicable vest date).
- (2) Represents number of shares that were automatically withheld upon vesting of performance shares and restricted stock to cover tax withholding obligations in a transaction exempt under Rule 16b-3.
- (3) Number of shares includes: (a) 494,400 performance shares that in the future will be converted on a one-for-one basis into shares of Applied common stock upon vesting, which vesting is scheduled to occur as follows: (i) 147,000 shares are scheduled to vest in installments in July of 2015 and 2016, (ii) 90,000 shares will be scheduled to vest in installments in July 2015 and 2016, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 140% of the target amount, depending on achievement of specified performance goals; and (iii) 257,400 shares are scheduled to vest in installments in December of 2015 and 2016;

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and (b) 5,100 shares of restricted stock that are scheduled to vest in December 2015 (notwithstanding the foregoing, vesting of shares described in (a) and (b) that is scheduled to occur in calendar year 2015 will accelerate as of three trading days prior to the expected closing date of the business combination between Applied and Tokyo Electron Limited, subject to Dr. Thakur's continued employment and being a "disqualified individual" under IRS Code Section 4985 through the accelerated vest date). Number of shares also includes 103,135 performance shares that will be scheduled to vest in installments in December 2015 through 2018, which number of shares is the target amount, 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 applicable vest date.

(4) 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. 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.