SPLINTER MICHAEL R

Form 4

December 15, 2005

FORM 4

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

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)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/13/2005	__X__ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) President and CEO
C/O APPLIED MATERIALS, INC., 3050 BOWERS AVE., M/S 2023, PO BOX 58039		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
SANTA CLARA, CA 95054		
(City) (State) (Zip)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								1,792 [(1)]	D	
Common Stock								300,000	I	Revocable Trust
Common Stock								250.151 [(2)]	I	By the 401(k) Plan
Performance Shares (or Restricted	12/13/2005		A		50,000 [(4)]	A	$ 0	50,000	D	

Stock Units)
(3)

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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	$ 19.2	12/13/2005		A		900,000		08/31/2006(5)	12/13/2012	Common Stock	900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPLINTER MICHAEL R C/O APPLIED MATERIALS, INC. 3050 BOWERS AVE., M/S 2023, PO BOX 58039 SANTA CLARA, CA 95054	X		President and CEO	

Signatures

/s/ Mary Zeigler, Attorney-in-Fact	12/15/2005
**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)   Increased number of shares reflects periodic payroll acquisitions under Employees' Stock Purchase Plan that are exempt under Rule 16a-10 and Rule 16b-3.

(2)   Increased number of shares reflects periodic payroll acquisitions under 401(k) Plan that are exempt under Rule 16b-3.

(3) The performance shares will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock immediately upon vesting.

(4) The performance shares are scheduled to vest in four equal annual installments beginning 8/31/06 (assuming continued employment).

(5) Shares become exercisable in four equal annual installments beginning 8/31/06 (assuming continued employment).

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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Explanation of Responses: 3