

APPLIED MATERIALS INC /DE
Form 4
June 25, 2007

FORM 4

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

OMB APPROVAL

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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 *
Moghadam Farhad

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)
Senior Vice President

(Last) (First) (Middle)
C/O APPLIED MATERIALS, INC., PO BOX 58039, 3050 BOWERS AVE, M/S 2023
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/21/2007

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 06/21/2007 | | M | 20,000 | A | \$ 14.57 | 290,242 ⁽¹⁾ D |
| Common Stock | 06/21/2007 | | S | 20,000 | D | \$ 19.9954 | 270,242 ⁽¹⁾ D |
| Common Stock | 06/21/2007 | | M | 30,000 | A | \$ 15.07 | 300,242 ⁽¹⁾ D |
| Common Stock | 06/21/2007 | | S | 30,000 | D | \$ 20.17 | 270,242 ⁽¹⁾ D |
| | 06/22/2007 | | M | 25,000 | A | \$ 16.12 | 295,242 ⁽¹⁾ D |

| | | | | | | | | | |
|--------------|------------|--|---|--------|---|----------|------------------------|---|-----------------------------|
| Common Stock | | | | | | | | | |
| Common Stock | 06/22/2007 | | S | 25,000 | D | \$ 20.21 | 270,242 ⁽¹⁾ | D | |
| Common Stock | | | | | | | 2,500 | I | See Footnote ⁽²⁾ |
| Common Stock | | | | | | | 12,772 | I | By the 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 14.57 | 06/21/2007 | | M | 20,000 | ⁽³⁾ | 12/11/2009 | Common Stock | 20,000 |
| Employee Stock Option (right to buy) | \$ 15.07 | 06/21/2007 | | M | 30,000 | 07/15/2004 | 11/19/2009 | Common Stock | 30,000 |
| Employee Stock Option (right to buy) | \$ 16.12 | 06/22/2007 | | M | 25,000 | ⁽⁴⁾ | 11/03/2011 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Moghadam Farhad C/O APPLIED MATERIALS, INC. PO BOX 58039, 3050 BOWERS AVE, M/S 2023 SANTA CLARA, CA 95054 | | | Senior Vice President | |

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

06/25/2007

**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).

- Increased number of shares also reflects periodic payroll acquisitions under Employees' Stock Purchase Plan that are exempt under Rule 16a-10 and Rule 16b-3. Number of shares includes 262,500 performance shares (or restricted stock units) previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock immediately upon vesting, which vesting is scheduled to occur as follows: 37,500 performance shares are scheduled to vest in three equal annual installments beginning 8/31/07; and, provided specified performance goals are achieved, 225,000 performance shares are scheduled to vest no earlier than in four equal annual installments beginning 12/19/07 (all vesting is subject to continued employment).
- (1) Shares are held in accounts for Mr. Moghadam's sons, for which Mr. Moghadam's wife is the custodian. Mr. Moghadam disclaims beneficial ownership of these shares.
 - (2) 20,000 shares became exercisable on 7/15/06 and 60,000 become exercisable on 7/15/07, subject to continued employment.
 - (3) 62,500 shares became exercisable on each of 7/15/05 and 7/15/06; and 62,500 shares become exercisable on each of 7/15/07 and 7/15/08, subject to continued employment.
 - (4)

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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