

APPLIED MATERIALS INC /DE

Form 4

February 26, 2014

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thakur Randhir

(Last) (First) (Middle)

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

(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)
02/24/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP & GM, Silicon Systems

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/24/2014		M	Amount (1) 100,000	A \$ 8.58 1,043,015 (2)	D	
Common Stock	02/24/2014		S	100,000	D \$ 19.23 943,015 (2) (3)	D	
Common Stock	02/25/2014		S	80,000	D \$ 19 863,015 (2)	D	
Common Stock					4,197.572 (4)	I	By 401(k) Plan

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

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(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 Number Shares
Employee Stock Option (Right to Buy)	\$ 8.58	02/24/2014		M	100,000	(5) 03/09/2014	Common Stock 100,000

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, M/S 1268
SANTA CLARA, CA 95054

EVP & GM, Silicon Systems

Signatures

/s/ Yvonne Leyba,
Attorney-in-Fact 02/26/2014

**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 an exercise of a stock option granted on March 9, 2009 that would have expired on March 9, 2014, if not exercised.
- Number of shares includes: (a) 845,500 performance shares previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock upon vesting, which vesting will be scheduled to occur as follows: (i) 62,500 shares are scheduled to vest in December 2014; (ii) provided specified performance goals are achieved, 483,000 shares will be scheduled to vest in installments during each December of 2014 through 2016, 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 the achievement of specified performance goals; and (iii) provided specified performance goals are achieved, 300,000 shares will be scheduled to vest in installments during each July of 2014 through 2016, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 150% of the

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target amount, depending on the achievement of specified performance goals; and (b) provided specified performance goals are achieved, 17,000 shares of restricted stock will be scheduled to vest in installments during each December of 2014 and 2015, 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 the achievement of specified performance goals (all vesting is subject to continued employment through each applicable vest date).

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.18 to \$19.28, inclusive. The reporting person undertakes to provide to Applied Materials, Inc., any security holder of Applied Materials, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 3 to this Form 4.
- (4) Increased number of shares reflects periodic payroll acquisitions under the 401(k) Plan that are exempt under Rule 16b-3.
- (5) Shares became exercisable in installments beginning on April 1, 2010.

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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