

Bowers Christopher P
Form 4
December 21, 2010

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bowers Christopher P

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)
12/17/2010

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Group Vice President

C/O APPLIED MATERIALS,
INC., 3050 BOWERS AV, M/S 2023
P.O. 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 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	12/17/2010		M		50,000	A \$ 8.58	215,000 ⁽¹⁾ D
Common Stock	12/17/2010		S		50,000	D \$ 13.65	165,000 ⁽¹⁾ D
Common Stock	12/19/2010		F		1,835 ⁽²⁾	D \$ 13.61	163,165 ⁽³⁾ 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**

SEC 1474
(9-02)

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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 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)	\$ 8.58	12/17/2010		M		50,000		<u>(4)</u>	03/09/2014	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bowers Christopher P C/O APPLIED MATERIALS, INC. 3050 BOWERS AV, M/S 2023 P.O. BOX 58039 SANTA CLARA, CA 95054	Group Vice President

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact 12/21/2010

____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).
- Number of shares includes 165,000 performance shares (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 upon vesting, which vesting will be scheduled to occur as follows: (a) 40,000 shares will be scheduled to vest in installments during each March of 2011 and 2012; (b) 20,000 shares will be scheduled to vest in installments during each December of 2010 through 2013; and (b) provided specified performance goals are achieved, 105,000 shares will be scheduled to vest in installments during each December of 2011 through 2014 (all vesting will be subject to continued employment through each vest date).
- (1) Represents shares that were automatically withheld upon vesting of performance shares (restricted stock units) to cover tax withholding obligations in a transaction exempt under Rule 16b-3.
- (2)

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- Number of shares includes 160,000 performance shares (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 upon vesting, which vesting will be scheduled to occur as follows: (a) 40,000 shares will be scheduled to vest in installments during each March of 2011 and 2012; (b) 15,000 shares will be scheduled to vest in installments during each December of 2011 through 2013; and (b) provided specified performance goals are achieved, 105,000 shares will be scheduled to vest in installments during each December of 2011 through 2014 (all vesting will be subject to continued employment through each vest date).
- (3)
- (4) 200,000 became exercisable on 4/1/2010 and 200,000 shares are scheduled to become exercisable on each of 4/1/2011 and 4/1/2012 (subject to continued employment through each 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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