

SPLINTER MICHAEL R
Form 4
August 27, 2010

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 *
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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

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

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2010

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 or Disposed of (A) or (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	02/22/2010		G	V 12,528 D \$ 0	1,110,625 ⁽¹⁾ ₍₂₎	D	
Common Stock					300,000	I	Revocable Trust
Common Stock					263.733 ⁽³⁾	I	By the 401(k) Plan

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

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

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact
Date: 08/27/2010

**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).

- Increased number of shares reflects periodic payroll acquisitions under Employees' Stock Purchase Plan that are exempt under Rule 16a-10 and Rule 16b-3. Number of shares also includes: (a) 152,500 shares of restricted stock previously reported that are scheduled to vest as follows: (i) 37,500 shares are scheduled to vest on 12/19/10; (ii) 35,000 shares are scheduled to vest in two equal annual installments beginning 12/19/10; (iii) provided specified performance goals are achieved, 30,000 shares are scheduled to vest: (1) as to 22,500 shares no earlier than on 12/19/10 and (2) as to 7,500 shares no earlier than on 12/19/11; and (iv) provided specified performance goals are achieved, 50,000 shares are scheduled to vest no earlier than in four equal annual installments beginning 12/19/10 (all vesting is subject to continued employment through each vest date); and (Continued in footnote 2)
- (2) (b) 665,000 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 upon vesting, which vesting is scheduled to occur as follows: (i) 87,500 performance shares are scheduled to vest on 12/19/10; (ii) 122,500 performance shares are scheduled to vest in two equal annual installments beginning 12/19/10; (iii) provided specified performance goals are achieved, 105,000 performance shares are scheduled to vest: (1) as to 78,750 shares no earlier than on 12/19/10 and (2) as to 26,250 shares no earlier than on 12/19/11; and (iv) provided specified performance

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goals are achieved, 350,000 performance shares are scheduled to vest no earlier than in four equal annual installments beginning 12/19/10 (all vesting is subject to continued employment through each vest date).

(3) Increased number of shares reflects dividend reinvestment under the 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.

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