

APPLIED MATERIALS INC /DE
Form 4
March 10, 2011

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 *
POWELL DENNIS D

(Last) (First) (Middle)

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

(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)
03/08/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4)
Common Stock	03/08/2011		A	(A) or (D) A	Amount 12,666 (1) Price \$ 0	71,430 (2) (3)	D

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)

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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 Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
POWELL DENNIS D C/O APPLIED MATERIALS, INC. 3050 BOWERS AVE, M/S 1268 P.O. BOX 58039 SANTA CLARA, CA 95054	X				

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

03/10/2011

**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) Represents automatic annual grant of performance shares (restricted stock units) to non-employee member of the Board of Directors (the "Board") pursuant to the Applied Materials, Inc. Employee Stock Incentive Plan. These performance shares will be converted on a one-for-one basis into shares of Applied Materials, Inc. ("Applied") common stock upon vesting, which vesting is scheduled to occur in four equal annual installments beginning 3/1/2012 (subject to continued service as a director through each vest date).

(2) Number of shares includes: (a) 10,845 performance shares (restricted stock units) that previously vested and which, pursuant to Mr. Powell's election, will be converted to shares of Applied common stock and paid to him on the date of his termination of service from the Applied Board, and (b) 28,051 performance shares (restricted stock units) previously reported that in the future will be converted on a one-for-one basis into Applied common stock upon vesting, which vesting is scheduled to occur as follows: (i) 5,000 shares are scheduled to vest in September 2011, (ii) 12,205 shares are scheduled to vest in installments during each March of 2012 through 2014, and (Continued in Footnote 3)

(3) (iii) 10,846 shares are scheduled to vest in installments during each March of 2012 and 2013 and which, pursuant to Mr. Powell's election, will be converted to shares of Applied common stock and paid to him on the date of his termination of service from the Applied Board (all vesting is subject to continued service as a director 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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