

FLANAGAN JOSEPH GERARD

Form 4/A

February 02, 2012

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 *
FLANAGAN JOSEPH GERARD

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2011

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
SVP, Worldwide Ops & Sply Chain

SANTA CLARA, CA 95054

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/21/2011

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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)
Common Stock	12/19/2011		F	(A) or (D) D	Amount 15,725 (1) Price \$ 10.13	518,550 (2)	D

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

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information contained in this form are not
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FLANAGAN JOSEPH GERARD
C/O APPLIED MATERIALS, INC.
P.O. BOX 58039, 3050 BOWERS AV, M/S 1268
SANTA CLARA, CA 95054

SVP,Worldwide Ops & Sply Chain

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

02/02/2012

__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 number of 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. Number of shares has been decreased to reflect the fact that 15,725 shares (not 15,947 shares) should have been reported as withheld on Mr. Flanagan's Form 4 filed December 21, 2011.

Number of shares has been increased from the number of shares reported in Mr. Flanagan's Form 4 filed December 21, 2011 to reflect the corrected number of shares withheld upon vesting of performance shares (restricted stock units). Number of shares includes 462,500 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 is scheduled to occur as follows: (a) 131,250 shares are scheduled to vest in installments during each March of 2012 through 2014; (b) 131,250 shares are scheduled to vest in installments during each December of 2012 through 2014; and (c) provided specified performance goals are achieved, 200,000 shares will be scheduled to vest in installments during each December of 2012 through 2015, which number of shares is the target award level, and the actual number of shares that may vest ranges from 0% to 150% of the target amount, depending on achievement of specified performance goals (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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