

SPLINTER MICHAEL R

Form 4

December 21, 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

OMB
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(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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2012

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

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

(Street)

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

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 (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	12/14/2012		G	V 1,100 D \$ 0	2,342,271 ⁽¹⁾ D		
Common Stock	12/19/2012		F	90,794 ⁽²⁾ D \$ 11.34	2,251,477 ⁽³⁾ D		
Common Stock					282.145 ⁽⁴⁾ I		By The 401(k) Plan
Common Stock					300,000 I		Revocable Trust

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 10)
				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
SPLINTER MICHAEL R C/O APPLIED MATERIALS, INC. P.O. BOX 58039, 3050 BOWERS AV, M/S 1268 SANTA CLARA, CA 95054	X Chairman and CEO

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact 12/21/2012

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).

- (1) Number of shares includes: (a) 1,277,000 performance shares 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) 406,000 shares are scheduled to vest in installments during each December of 2012 through 2014; (ii) provided specified performance goals are achieved, 63,000 shares will be scheduled to vest in installments during each December of 2012 through 2013; and (iii) provided specified performance goals are achieved, 808,000 shares will be scheduled to vest in installments during each December of 2012 through 2016, 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; (b) 337,500 shares of restricted stock that are scheduled to vest as follows: (i) 95,500 shares are scheduled to vest in installments during each December of 2012 through 2014; (ii) provided specified performance goals are achieved, 9,000 shares will be scheduled to vest in installments during each December of 2012 through 2013; and (iii) provided specified

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performance goals are achieved, 233,000 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; and (c) provided specified performance goals are achieved, 109,000 performance units will be scheduled to vest in installments during each December of 2012 through 2015, which number of units is the target award level, and the actual number of units that may vest ranges from 0% to 150% of the target amount depending on achievement of specified performance goals (all vesting is subject to continued employment through each vest date).

- (2) Represents shares that were automatically withheld upon vesting of performance shares and vesting of shares of restricted stock to cover tax withholding obligations in a transaction exempt under Rule 16b-3.

Number of shares includes: (a) 1,117,750 performance shares previously reported that 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) 246,750 shares are scheduled to vest in installments during each December of 2013 and 2014; (ii) provided specified performance goals are achieved, 63,000 shares will be scheduled to vest in December 2013; and (iii) provided specified performance goals are achieved, 808,000 shares will be scheduled to vest in installments during each December of 2013 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 achievement of specified performance goals; (b) 302,250 shares of restricted stock that are scheduled to vest as follows: (i) 60,250 shares are scheduled to vest in installments during each December of 2013 and 2014; (ii) provided specified performance goals are achieved, 9,000 shares will be scheduled to vest in December 2013; and (iii) provided specified performance goals are achieved, 233,000 shares will be scheduled to vest in installments during each December of 2013 through 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 achievement of specified performance goals; and (c) provided specified performance goals are achieved, 109,000 performance units will be scheduled to vest in installments during each December of 2013 through 2015, which number of units is the target amount, and the actual number of units that may vest ranges from 0% to 150% of the target amount, depending on achievement of specified performance goals (all vesting is subject to continued employment through each applicable vest date).

- (4) Increased number of shares reflects dividend reinvestment under the 401(k) Plan that are 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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