

SPLINTER MICHAEL R
 Form 4
 May 22, 2013

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/21/2013

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)
			Code	V Amount (A) or (D) Price			
Common Stock	04/02/2013		G	V 12,684 D \$ 0	2,249,444 ⁽¹⁾	D	
Common Stock	05/21/2013		M	300,000 ⁽²⁾ A \$ 8.58	2,549,444 ⁽¹⁾	D	
Common Stock	05/21/2013		S	300,000 D \$ 14.71 ⁽³⁾	2,249,444 ⁽¹⁾	D	
Common Stock					284.036 ⁽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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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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 8.58	05/21/2013		M	300,000	04/01/2010 ⁽⁵⁾ 03/09/2014	Common Stock 300,000

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
Date: 05/22/2013

**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) 1,117,750 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

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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).

- (2) Represents an exercise of a portion of a stock option granted on March 9, 2009 that would have expired on March 9, 2014, if not exercised. Following the exercise and sale reported on this Form 4, the reporting person remains in compliance with the ownership requirements under Applied Materials, Inc.'s Stock Ownership Guidelines.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.66 to \$14.75, inclusive. The reporting person undertakes to provide to Applied Materials, Inc., any security holder of Applied Materials, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 3 to this Form 4.

- (4) Increased number of shares reflects dividend reinvestment under the 401(k) Plan that are exempt under Rule 16b-3.

- (5) Shares became exercisable beginning on April 1, 2010.

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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