

MAYDAN DAN
Form 4
December 05, 2005

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 *
MAYDAN DAN

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)
12/01/2005

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

C/O APPLIED MATERIALS, INC., 3050 BOWERS AVE., PO BOX 58039, M/S 2023

(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	12/01/2005		M		134,300	A	\$ 15.5	303,727	D	
Common Stock	12/01/2005		S		134,300	D	\$ 18.4399	169,427	D	
Common Stock	12/01/2005		M		350,000	A	\$ 15.07	519,427	D	
Common Stock	12/01/2005		S		350,000	D	\$ 18.4399	169,427	D	
	12/01/2005		M		180,000	A	\$ 14.57	349,427	D	

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Common Stock									
Common Stock	12/01/2005		S	180,000	D	\$ 18,4399	169,427	D	
Common Stock							700,754	I	By the 401(k) Plan
Common Stock	11/30/2005		G V	560	D	\$ 0	21,366	I	Support Org. ⁽¹⁾
Common Stock							413,456	I	Family Ltd. Partnership #1
Common Stock							301,383	I	Family Ltd. Partnership #2
Common Stock							434	I	Maydan GRAT #2
Common Stock							1,274,156	I	Maydan Family Trusts ⁽²⁾
Common Stock							1	I	Maydan 1998 CLAT

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 15.5	12/01/2005		M	134,300	07/15/2002 04/15/2006	Common Stock	134,300	

Employee

Stock

Option (right to buy)	\$ 15.07	12/01/2005	M	350,000	09/09/2005	09/09/2006	Common Stock	350,0
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Employee

Stock

Option (right to buy)	\$ 14.57	12/01/2005	M	180,000	<u>(3)</u>	09/09/2006	Common Stock	180,0
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYDAN DAN C/O APPLIED MATERIALS, INC. 3050 BOWERS AVE., PO BOX 58039, M/S 2023 SANTA CLARA, CA 95054	X			

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

12/05/2005

__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) Dr. Maydan has no pecuniary interest in these shares, but he does have a controlling interest.
 - (2) Refers to trusts for the benefit of the reporting person and/or his family.
 - (3) 90,000 shares became exercisable on each of 7/15/05 and 9/9/05.

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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