APPLIED MATERIALS INC/DE

Form 4 July 11, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Moghadam Farhad Issuer Symbol APPLIED MATERIALS INC /DE (Check all applicable) [AMAT] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O APPLIED MATERIALS, 07/09/2007 Senior Vice President INC., PO BOX 58039, 3050 BOWERS AVE, M/S 2023 (Street) 4. If Amendment, Date Original

(State)

(Zin)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SANTA CLARA, CA 95054

(City)

(City)	(State) (Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, i any (Month/Day/Year)		Code (Instr. 8)	(A) or		of (D)	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	07/09/2007		Code V M	Amount 60,000	(D)	Price \$ 16.28	330,242 (1)	D	
Common Stock	07/09/2007		S	60,000	D	\$ 20.2	270,242 (1)	D	
Common Stock	07/09/2007		M	40,000	A	\$ 16.28	310,242 (1)	D	
Common Stock	07/09/2007		S	40,000	D	\$ 20.2	270,242 (1)	D	
	07/09/2007		M	40,000	A		310,242 (1)	D	

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Common Stock					\$ 16.28			
Common Stock	07/09/2007	S	40,000	D	\$ 20.3	270,242 (1)	D	
Common Stock	07/09/2007	M	15,739	A	\$ 17.39	285,981 (1)	D	
Common Stock	07/09/2007	S	15,739	D	\$ 20.3	270,242 (1)	D	
Common Stock						2,500	I	See footnote (2)
Common Stock						12,773.124	I	By the 401(k) Plan

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	Secu Acqu or D	urities uired (A) Disposed of tr. 3, 4,	6. Date Exercis Expiration Dat (Month/Day/Y	te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 16.28	07/09/2007		M		60,000	<u>(3)</u>	10/19/2008	Common Stock	60,000
Employee Stock Option (right to buy)	\$ 16.28	07/09/2007		M		80,000	07/15/2006	10/19/2008	Common Stock	80,000
Employee Stock	\$ 17.39	07/09/2007		M		15,739	<u>(4)</u>	07/11/2010	Common Stock	15,739

Option (right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Moghadam Farhad C/O APPLIED MATERIALS, INC. PO BOX 58039, 3050 BOWERS AVE, M/S 2023 SANTA CLARA, CA 95054

Senior Vice President

Signatures

/s/ Charmaine Mesina, Attorney-in-Fact

07/11/2007

**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).
 - Number of shares includes 262,500 performance shares (or restricted stock units) previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock immediately upon vesting, which vesting is scheduled to
- (1) occur as follows: 37,500 performance shares are scheduled to vest in three equal annual installments beginning 8/31/07; and, provided specified performance goals are achieved, 225,000 performance shares are scheduled to vest no earlier than in four equal annual installments beginning 12/19/07 (all vesting is subject to continued employment).
- (2) Shares are held in accounts for Mr. Moghadam's sons, for which Mr. Moghadam's wife is the custodian. Mr. Moghadam disclaims beneficial ownership of these shares.
- (3) 30,000 shares became exercisable on each of 7/15/03 and 7/15/04.
- (4) 30,000 shares became exercisable on each of 7/15/05 and 7/15/06.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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