

APPLIED MATERIALS INC /DE

Form 4

December 21, 2007

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)
12/19/2007

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

**C/O APPLIED MATERIALS,
 INC., PO BOX 58039, 3050
 BOWERS AVE, 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 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	12/19/2007		F	(A) or (D) D	Amount 57,189 (1) Price \$ 17.59	937,525 (2) (3)	D
Common Stock					300,000	I	Revocable Trust
Common Stock					251.731 (4)	I	By the 401(k) Plan

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

**Persons who respond to the collection of
 information contained in this form are not**

SEC 1474
 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Reported Transaction (Instr. 3)
				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.
PO BOX 58039, 3050 BOWERS AVE, M/S 2023
SANTA CLARA, CA 95054

X

President and CEO

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

12/21/2007

____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).

(1) Represents shares that were automatically withheld to cover tax withholding obligations in a transaction exempt under Rule 16b-3.

Number of shares includes (a) 112,500 shares of restricted stock previously reported that are scheduled to vest in three equal annual installments beginning 12/19/08 (subject to continued employment), (b) 100,000 shares of restricted stock previously reported that,

(2) provided specified performance goals are achieved, are scheduled to vest no earlier than in four equal annual installments beginning 12/19/08 (subject to continued employment), and (c) 637,500 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.(Continued for Footnote 3)

common stock upon vesting, which vesting is scheduled to occur as follows: 25,000 performance shares are scheduled to vest in two equal annual installments beginning 8/31/08; 262,500 performance shares are scheduled to vest in three equal annual installments beginning 12/19/08; and, provided specified performance goals are achieved, 350,000 performance shares are scheduled to vest no earlier than in four equal annual installments beginning 12/19/08 (all vesting is subject to continued employment).

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- (4) Increased number of shares reflects periodic allocation of accrued interest (which interest was automatically converted into shares) to all participants under 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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