

EDMAN THOMAS T
Form 4
April 06, 2011

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 *
EDMAN THOMAS T

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)
04/04/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group VP & GM, Display and AKT

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		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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	04/04/2011		M		3,615	A	\$ 14.41	163,446 ⁽¹⁾	D	
Common Stock	04/04/2011		M		5,114	A	\$ 14.41	168,560 ⁽¹⁾	D	
Common Stock	04/04/2011		S		5,114	D	\$ 15.2928	163,446 ⁽¹⁾	D	
Common Stock	04/04/2011		M		2,357	A	\$ 14.18	165,803 ⁽¹⁾	D	
	04/04/2011		S		2,357	D		163,446 ⁽¹⁾	D	

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Common Stock						\$ 15.2928	
Common Stock	04/04/2011	M	6,372	A	\$ 14.18	169,818 ⁽¹⁾	D
Common Stock	04/04/2011	S	6,372	D	\$ 15.2928	163,446 ⁽¹⁾	D
Common Stock	04/04/2011	M	6,503	A	\$ 6.04	169,949 ⁽¹⁾	D
Common Stock	04/04/2011	S	6,503	D	\$ 15.2928	163,446 ⁽¹⁾	D
Common Stock	04/04/2011	M	4,876	A	\$ 5.45	168,322 ⁽¹⁾	D
Common Stock	04/04/2011	S	4,876	D	\$ 15.2928	163,446 ⁽¹⁾	D
Common Stock	04/04/2011	M	1,627	A	\$ 5.45	165,073 ⁽¹⁾	D
Common Stock	04/04/2011	S	1,627	D	\$ 15.2928	163,446 ⁽¹⁾	D

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 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)	\$ 14.41	04/04/2011		M	3,615	04/20/2005	01/16/2012	Common Stock	3,615

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Employee Stock Option (right to buy)	\$ 14.41	04/04/2011	M	5,114	04/20/2005	01/16/2012	Common Stock	5,114
Employee Stock Option (right to buy)	\$ 14.18	04/04/2011	M	2,357	04/20/2005	04/17/2012	Common Stock	2,357
Employee Stock Option (right to buy)	\$ 14.18	04/04/2011	M	6,372	04/20/2005	04/17/2012	Common Stock	6,372
Employee Stock Option (right to buy)	\$ 6.04	04/04/2011	M	6,503	05/04/2006	07/25/2012	Common Stock	6,503
Employee Stock Option (right to buy)	\$ 5.45	04/04/2011	M	4,876	10/16/2005	10/16/2012	Common Stock	4,876
Employee Stock Option (right to buy)	\$ 5.45	04/04/2011	M	1,627	05/04/2006	10/16/2012	Common Stock	1,627

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDMAN THOMAS T C/O APPLIED MATERIALS, INC. P.O. BOX 58039, 3050 BOWERS AV, M/S 1268 SANTA CLARA, CA 95054			Group VP & GM, Display and AKT	

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

04/06/2011

**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).

Increased number of shares reflects periodic payroll acquisitions under Employees' Stock Purchase Plan that are exempt under Rule 16a-10 and Rule 16b-3. Number of shares includes 140,250 performance shares (restricted stock units) 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:

- (1) (a) 6,000 shares are scheduled to vest in August 2011; (b) 18,750 shares are scheduled to vest in installments during each July of 2011 through 2013; (c) 93,000 shares are scheduled to vest in installments during each January of 2012 through 2015; and (d) 22,500 shares are scheduled to vest in installments during each February of 2012 through 2014 (all vesting is subject to continued employment through each vest date).

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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