

APPLIED MATERIALS INC /DE
Form 4
December 23, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
12/19/2014

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

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)
Common Stock	12/19/2014		A	(A) or (D) Code V Amount Price A 402,500 (1) \$ 0	2,479,937	D	
Common Stock	12/19/2014		F	(A) or (D) Code V Amount Price D 553,764 (2) \$ 24.89	1,926,173 (3)	D	
Common Stock					294,734 (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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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 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 (Instr. 5). Sub-headers for columns 6, 7, and 8 include Date Exercisable, Expiration Date, Title, and 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.
P.O. BOX 58039, 3050 BOWERS AV, M/S 1268
SANTA CLARA, CA 95054

X Executive Chairman

Signatures

/s/ To-Anh Nguyen,
Attorney-in-Fact

12/23/2014

**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 performance shares and restricted stock acquired based on achievement of specified performance goals related to performance shares and restricted stock previously granted. This acquisition is exempt under Rule 16b-3. The shares are subject to vesting as follows: 230,000 shares vested on December 19, 2014, and 172,500 shares are scheduled to vest in installments in December 2015 and 2016 (all vesting is subject to continued employment through each applicable vest date).
(2) Represents number of shares that were automatically withheld upon vesting of performance shares and restricted stock to cover tax withholding obligations in a transaction exempt under Rule 16b-3.
(3) Number of shares reflects periodic payroll acquisitions under the Employees' Stock Purchase Plan that are exempt under Rule 16a-10 and Rule 16b-3. Number of shares includes: (a) 501,150 performance shares that will be converted on a one-for-one basis into shares of

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Applied common stock upon vesting, which vesting is scheduled to occur in installments in December 2015 and 2016; (b) 32,700 performance units that will be converted on a one-for-one basis into shares of Applied common stock upon vesting, which vesting is scheduled to occur in December 2015; and (c) 69,900 shares of restricted stock that are scheduled to vest in December 2015.

Notwithstanding the foregoing, vesting of all shares will accelerate upon the earliest of: (a) three trading days prior to the expected closing date of the business combination between Applied and Tokyo Electron Limited, subject to Mr. Splinter's continued employment and being a "disqualified individual" under IRS Code Section 4985 through the accelerated vest date, (b) Mr. Splinter's remaining employed with Applied through March 31, 2015, (c) Applied's termination of his employment without cause, and (d) his termination of his employment for good reason. All vesting is subject to continued employment through each applicable vest date.

(4) Increased number of shares reflects dividend reinvestment under the 401(k) Plan that is 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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