

SPLINTER MICHAEL R
 Form 4
 January 21, 2010

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

(Last) (First) (Middle)
C/O APPLIED MATERIALS, INC., P.O. BOX 58039, 3050 BOWERS AV, M/S 2023
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/24/2009

SANTA CLARA, CA 95054
 (City) (State) (Zip)

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

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	12/24/2009		G	V 716 D \$ 0	722,529 ⁽¹⁾ ₍₂₎	D	
Common Stock	01/19/2010		A	350,000 ₍₃₎ A \$ 0	1,072,529 ⁽¹⁾ ₍₂₎	D	
Common Stock	01/19/2010		A	50,000 ₍₄₎ A \$ 0	1,122,529 ⁽¹⁾ ₍₂₎	D	
Common Stock					300,000	I	Revocable Trust
					261.107	I	

Common
Stock

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)	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. 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. P.O. BOX 58039, 3050 BOWERS AV, M/S 2023 SANTA CLARA, CA 95054	X		Chairman, President and CEO	

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

01/21/2010

**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) Number of shares includes (a) 37,500 shares of restricted stock previously reported that are scheduled to vest on 12/19/10 (subject to continued employment through the vest date); (b) 35,000 shares of restricted stock previously reported that are scheduled to vest in two equal annual installments beginning 12/19/10 (subject to continued employment through each vest date); (c) 30,000 shares of restricted stock previously reported that, provided specified performance goals are achieved, are scheduled to vest (i) as to 22,500 shares no earlier than on 12/19/10 and (ii) as to 7,500 shares no earlier than on 12/19/11 (subject to continued employment through the vest date); and (d)

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315,000 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 upon vesting, which vesting is scheduled to occur as follows: (Continued in footnote 2)

- (2) 87,500 performance shares are scheduled to vest on 12/19/10; 122,500 performance shares are scheduled to vest in two equal annual installments beginning 12/19/10; and, provided specified performance goals are achieved, 105,000 performance shares are scheduled to vest (i) as to 78,750 shares no earlier than on 12/19/10 and (ii) as to 26,250 shares no earlier than on 12/19/11 (all vesting is subject to continued employment through each vest date).

- (3) Represents performance shares (restricted stock units) that will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock upon vesting. These performance shares will vest only after the satisfaction of specified performance goals. Provided such goals are achieved, vesting is scheduled to occur no earlier than in four equal annual installments beginning 12/19/10 (subject to continued employment through each vest date).

- (4) Represents shares of restricted stock that will vest only after the satisfaction of specified performance goals. Provided such goals are achieved, vesting is scheduled to occur no earlier than in four equal annual installments beginning 12/19/10 (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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