

Sweeney Joseph J
 Form 4
 April 06, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Sweeney Joseph J

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)
 Sr. VP, GC & Corp. Secretary

(Last) (First) (Middle)
 C/O APPLIED MATERIALS, INC., P.O. BOX 58039, 3050 BOWERS AV, M/S 1268
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/04/2011

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/04/2011		M	50,000 A \$ 8.58	462,520 ⁽¹⁾	D	
Common Stock	04/04/2011		S	50,000 D \$ 15.3938	412,520 ⁽¹⁾	D	
Common Stock					13,210.818 ⁽²⁾	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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Increased number of shares reflects periodic payroll acquisitions and dividend reinvestment under the 401(k) Plan that are exempt under Rule 16b-3.

- (3) 200,000 shares became exercisable on 4/1/2011 and 200,000 shares are scheduled to become exercisable on 4/1/2012 (subject to continued employment through the 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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