

Sweeney Joseph J
Form 4
September 21, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sweeney Joseph J

(Last) (First) (Middle)

C/O APPLIED MATERIALS,
INC., P.O. BOX 58039, 3050
BOWERS AV, M/S 1268

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

APPLIED MATERIALS INC /DE
[AMAT]

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Sr. VP, GC & Corp. Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 | 09/19/2011 | | M | 50,000 A | \$ 8.58 463,195 ⁽¹⁾ | D | |
| Common Stock | 09/19/2011 | | S | 50,000 D | \$ 11.19 413,195 ⁽¹⁾ | D | |
| Common Stock | | | | | 13,373.322 ⁽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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SEC 1474
(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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 8.58 | 09/19/2011 | | M | | 50,000 | | <u>(3)</u> | 03/09/2014 | Common Stock | 50,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sweeney Joseph J
C/O APPLIED MATERIALS, INC.
P.O. BOX 58039, 3050 BOWERS AV, M/S 1268
SANTA CLARA, CA 95054

Sr. VP, GC & Corp. Secretary

Signatures

/s/ Joseph J. Sweeney 09/21/2011

__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).

- (1) Increased number of shares reflects periodic payroll acquisitions under Employees' Stock Purchase Plan that are exempt under Rule 16a-10 and 16b-3. Number of shares includes 304,375 performance shares (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: (a) 56,875 shares are scheduled to vest in installments during each December of 2011 through 2013; and (b) provided specified performance goals are achieved, 247,500 shares will be scheduled to vest in installments during each December of 2011 through 2014 (all vesting is subject to continued employment through each vest date).

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- (2) Increased number of shares reflects dividend reinvestment under the 401(k) Plan that is exempt under Rule 16b-3.
- (3) 100,000 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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