

APPLIED MATERIALS INC /DE

Form 4

November 13, 2013

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 *
HALLIDAY ROBERT 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)
03/04/2013

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 ____ Other (specify
below) below)
Senior Vice President & CFO

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	03/04/2013		S	651 ⁽¹⁾	D \$ 13.52	243,954 ⁽²⁾	D
Common Stock	11/10/2013		A	120,000 ⁽³⁾	A \$ 0	340,562 ⁽⁴⁾	D
Common Stock	11/10/2013		F	20,872 ⁽⁵⁾	D \$ 17.75	319,690 ⁽⁶⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

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

Senior Vice President & CFO

Signatures

/s/ Yvonne Leyba,
Attorney-in-Fact 11/13/2013

**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) Shares were acquired in February 2013 in a transaction under the Employees' Stock Purchase Plan that is exempt under Rule 16a-10 and Rule 16b-3.

Number of shares includes 220,000 performance shares previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. ("Applied") common stock upon vesting, which vesting is scheduled to occur as follows: (a) 80,000 shares are scheduled to vest in installments during each November of 2013 and 2014; (b) 40,000 shares are scheduled to vest in

- (2) installments during each January of 2014 through 2017; and (c) provided specified performance goals are achieved, 100,000 shares will be scheduled to vest in installments during each December of 2013 through 2016, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 150% of the target amount, depending on the achievement of specified performance goals (all vesting is subject to continued employment through each applicable vest date).

- (3) Represents performance shares that will be converted on a one-for-one basis into shares of Applied common stock upon vesting. Vesting is scheduled to occur in three equal annual installments beginning November 10, 2014; provided that the unvested portion of the

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performance shares that otherwise is scheduled to vest during calendar year 2014 will accelerate vesting as of three trading days prior to the closing of the transactions contemplated in connection with the business combination agreement, dated September 24, 2013, between Applied and Tokyo Electron Limited (all vesting is subject to continued employment through each applicable vest date).

(4) 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 220,000 performance shares previously reported that in the future will be converted on a one-for-one basis into shares of Applied common stock upon vesting, which vesting is scheduled to occur as follows: (a) 80,000 shares are scheduled to vest in installments during each November of 2013 and 2014; (b) 40,000 shares are scheduled to vest in installments during each January of 2014 through 2017; and (c) provided specified performance goals are achieved, 100,000 shares will be scheduled to vest in installments during each December of 2013 through 2016, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 150% of the target amount, depending on the achievement of specified performance goals (all vesting is subject to continued employment through each applicable vest date).

(5) Represents shares that were automatically withheld upon vesting of performance shares to cover tax withholding obligations in a transaction exempt under Rule 16b-3.

(6) Number of shares includes 300,000 performance shares that in the future will be converted on a one-for-one basis into shares of Applied common stock upon vesting, which vesting is scheduled to occur as follows: (a) 160,000 shares are scheduled to vest in installments during each November of 2014 through 2016; (b) 40,000 shares are scheduled to vest in installments during each January of 2014 through 2017; and (c) provided specified performance goals are achieved, 100,000 shares will be scheduled to vest in installments during each December of 2013 through 2016, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 150% of the target amount, depending on the achievement of specified performance goals (all vesting is subject to continued employment through each applicable 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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