

APPLIED MATERIALS INC /DE

Form 4

December 23, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SPLINTER MICHAEL R

(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)
12/19/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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	12/19/2013		F	Amount 101,483 (1)	(A) or (D) D Price \$ 16.88	2,148,523 (2) D	
Common Stock	12/19/2013		D	9,000 (3)	D \$ 0	2,076,523 (4) D	
Common Stock					289,379 (5)	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)

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 Following Report Transaction (Instr. 6)
				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 1268
SANTA CLARA, CA 95054

X

Executive Chairman

Signatures

/s/ Harpreet S. Bal,
Attorney-in-Fact

12/23/2013

__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) Represents shares that were automatically withheld upon vesting of performance shares and shares of restricted stock to cover tax withholding obligations in a transaction exempt under Rule 16b-3.
- (2) Increased 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) 958,500 performance shares previously reported that 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: (i) 87,500 shares are scheduled to vest in December 2014; (ii) provided specified performance goals are achieved, 63,000 shares will be scheduled to vest in December 2013; and (iii) provided specified performance goals are achieved, 808,000 shares will be scheduled to vest in installments during each December of 2014 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 achievement of specified performance goals; (b) 267,000 shares of restricted stock that are scheduled to vest as follows: (i) 25,000 shares are scheduled to vest in December 2014; (ii) provided specified performance goals are achieved, 9,000 shares will be scheduled to vest in December 2013; and (iii) provided specified performance goals are achieved, 233,000 shares will be scheduled to vest in installments during each December of 2014 and 2015, 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 achievement of specified performance goals; and (c) provided specified performance goals are achieved, 109,000 performance units will be scheduled to vest in installments during each December of 2014 and 2015, which number of units is the target amount, and the actual number of units that may vest ranges from 0% to 150% of the target amount, depending on achievement of specified performance goals (all vesting is subject to continued employment through each applicable vest date).

- (3) Represents shares of restricted stock previously reported that have been forfeited as specified performance goals were not fully achieved.

Decreased number of shares reflects 63,000 performance shares previously reported that have been forfeited as specified performance goals were not fully achieved. Number of shares includes: (a) 895,500 performance shares previously reported that 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: (i) 87,500 shares are scheduled to vest in December 2014; and (ii) provided specified performance goals are achieved, 808,000 shares will be scheduled to vest in installments during each December of 2014 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 achievement of specified performance

- (4) goals; (b) 258,000 shares of restricted stock that are scheduled to vest as follows: (i) 25,000 shares are scheduled to vest in December 2014; and (ii) provided specified performance goals are achieved, 233,000 shares will be scheduled to vest in installments during each December of 2014 and 2015, 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 achievement of specified performance goals; and (c) provided specified performance goals are achieved, 109,000 performance units will be scheduled to vest in installments during each December of 2014 and 2015, which number of units is the target amount, and the actual number of units that may vest ranges from 0% to 150% of the target amount, depending on achievement of specified performance goals (all vesting is subject to continued employment through each applicable vest date).

- (5) Increased number of shares reflects dividend reinvestment under the 401(k) Plan that are 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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