

APPLIED MATERIALS INC /DE
 Form 4
 July 03, 2014

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 *
Thakur Randhir

(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)
 07/01/2014

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)
 EVP & GM, Silicon Systems

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)		
				(A) or (D)	Price				
Common Stock	07/01/2014		A		84,000 ⁽¹⁾	A	\$ 0 947,521 ⁽²⁾	D	
Common Stock	07/01/2014		F		76,705 ⁽³⁾	D	\$ 22.66 870,816	D	
Common Stock	07/03/2014		S		70,295	D	\$ 22.83 800,521 ⁽⁵⁾	D	
Common Stock							\$ ⁽⁴⁾ 4,352.9 ⁽⁶⁾	I	By 401(k) Plan

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- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.76 to \$22.94, inclusive. The reporting person undertakes to provide to Applied Materials, Inc. ("Applied"), any security holder of Applied, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- Number of shares includes: (a) 782,500 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 will be scheduled to occur as follows: (i) 62,500 shares are scheduled to vest in December 2014; (ii) 147,000 shares are scheduled to vest in equal installments in each July of 2015 and 2016; (iii) provided specified performance goals are achieved, 233,000 shares will be scheduled to vest as to 75% of the shares in December 2014 and as to 25% of the shares in December 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 the achievement of specified performance goals; (iv) provided specified performance goals are achieved, 250,000 shares will be scheduled to vest as to 50% of the shares in December 2014 and as to 25% of the shares in each December of 2015 and 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; and (v) provided specified performance goals are achieved, 90,000 shares will be scheduled to vest as to 75% of the shares in July 2015 and as to 25% of the shares in July 2016, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 140% of the target amount, depending on the achievement of specified performance goals; and (b) provided specified performance goals are achieved, 17,000 shares of restricted stock will be scheduled to vest as to 75% in December 2014 and as to 25% in December 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 the achievement of specified performance goals (all vesting is subject to continued employment through each applicable vest date). Notwithstanding the foregoing, vesting of shares that is scheduled to occur in calendar year 2014 will accelerate as of the date that is three trading days prior to the expected date of consummation of the transactions contemplated in connection with the business combination agreement, dated September 24, 2013, between Applied and Tokyo Electron Limited, as amended (subject to Dr. Thakur's continued employment and being a "disqualified individual" under IRS Code Section 4985 through the accelerated vest date).
- (6) Increased number of shares reflects periodic payroll acquisitions and dividend reinvestment under 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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