

APPLIED MATERIALS INC /DE

Form 4

December 05, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ADDIEGO GINETTO

(Last) (First) (Middle)

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

(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)
12/01/2016

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)
SVP, Engineer., Ops. & Quality

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	12/01/2016		A	Amount (1) 36,097	(A) or (D) A \$ 0 258,243	D	
Common Stock	12/01/2016		A	Amount (2) 37,376	A \$ 0 295,619	D	
Common Stock	12/01/2016		A	Amount (3) 37,376	A \$ 0 332,995 (4)	D	
Common Stock					224.617 (5)	I	By 401(k) Plan

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

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(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. Nu Deriv Secur Bene Own Follo Repor 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

ADDIEGO GINETTO
C/O APPLIED MATERIALS, INC.
3050 BOWERS AVE, M/S 1268 P.O. BOX 58039
SANTA CLARA, CA 95054

SVP, Engineer., Ops. & Quality

Signatures

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

12/05/2016

__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 performance shares acquired based on achievement of specified performance goals related to performance shares previously granted. This acquisition is exempt under Rule 16b-3. The shares are subject to vesting as follows: 18,049 shares are scheduled to vest on December 19, 2016 and 9,024 shares are scheduled to vest on December 19 of each of 2017 and 2018 (all vesting is subject to continued employment through each applicable vest date).

(2) Represents performance shares 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 on December 19, 2019, depending on the achievement of specified performance goals and continued employment through the vest date. The number of shares shown is the target amount, and the actual number of shares that may vest ranges from 0% to 200% of the target amount, depending on the achievement of specified performance goals.

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- Represents restricted stock units that will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock upon
- (3) vesting, which vesting is scheduled to occur in three equal annual installments beginning December 19, 2017, depending on the achievement of specified performance goals and continued employment through each applicable vest date.

- Number of shares includes 146,691 performance shares 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) 54,147 shares are scheduled to vest in installments in December of each of 2016 through 2018, and (b) 92,544 shares that are scheduled to vest in
- (4) installments in December of each of 2016 through 2019, which number of shares is the target amount, and the actual number of shares that may vest is up 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 401(k) Plan that is 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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