

APPLIED MATERIALS INC /DE

Form 4

June 25, 2007

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 *
Moghadam Farhad

(Last) (First) (Middle)

C/O APPLIED MATERIALS,
INC., PO BOX 58039, 3050
BOWERS AVE, M/S 2023

(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)
06/21/2007

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

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/21/2007		M		20,000	A	\$ 14.57	290,242 ⁽¹⁾	D
Common Stock	06/21/2007		S		20,000	D	\$ 19.9954	270,242 ⁽¹⁾	D
Common Stock	06/21/2007		M		30,000	A	\$ 15.07	300,242 ⁽¹⁾	D
Common Stock	06/21/2007		S		30,000	D	\$ 20.17	270,242 ⁽¹⁾	D
	06/22/2007		M		25,000	A	\$ 16.12	295,242 ⁽¹⁾	D

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Common
Stock

Common Stock 06/22/2007 S 25,000 D \$ 20.21 270,242 ⁽¹⁾ D

Common
Stock

2,500 I

See
Footnote
⁽²⁾

Common
Stock

12,772 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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(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)	\$ 14.57	06/21/2007		M		20,000		<u>(3)</u>	12/11/2009	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 15.07	06/21/2007		M		30,000		07/15/2004	11/19/2009	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 16.12	06/22/2007		M		25,000		<u>(4)</u>	11/03/2011	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moghadam Farhad C/O APPLIED MATERIALS, INC. PO BOX 58039, 3050 BOWERS AVE, M/S 2023 SANTA CLARA, CA 95054			Senior Vice President	

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

06/25/2007

____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).

- Increased number of shares also reflects periodic payroll acquisitions under Employees' Stock Purchase Plan that are exempt under Rule 16a-10 and Rule 16b-3. Number of shares includes 262,500 performance shares (or 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 immediately upon vesting, which vesting is scheduled to occur as follows: 37,500 performance shares are scheduled to vest in three equal annual installments beginning 8/31/07; and, provided specified performance goals are achieved, 225,000 performance shares are scheduled to vest no earlier than in four equal annual installments beginning 12/19/07 (all vesting is subject to continued employment).
- (1) Shares are held in accounts for Mr. Moghadam's sons, for which Mr. Moghadam's wife is the custodian. Mr. Moghadam disclaims beneficial ownership of these shares.
 - (2) 20,000 shares became exercisable on 7/15/06 and 60,000 become exercisable on 7/15/07, subject to continued employment.
 - (3) 62,500 shares became exercisable on each of 7/15/05 and 7/15/06; and 62,500 shares become exercisable on each of 7/15/07 and 7/15/08, subject to continued employment.
 - (4)

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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