

JAMES SUSAN M.
Form 4
March 08, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JAMES SUSAN M.

2. Issuer Name and Ticker or Trading Symbol
APPLIED MATERIALS INC /DE [AMAT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA CLARA, CA 95054

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	03/06/2012		A	(A) or (D) Amount 16,659 (1)	Price \$ 0	49,443 (2)	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Owned Following 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

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

X

Signatures

/s/ Charmaine Mesina,
 Attorney-in-Fact

03/08/2012

__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).

Represents automatic annual grant of restricted stock units to non-employee member of the Board of Directors (the "Board") pursuant to the Applied Materials, Inc. ("Applied") Employee Stock Incentive Plan. These restricted stock units are scheduled to vest on March 1,

(1) 2013 (subject to continued service as a director through the vest date). Pursuant to Ms. James' election to defer, any units that vest from this grant will be converted on a one-for-one basis into shares of Applied common stock and paid to her on the date of her termination of service from the Applied Board.

Number of shares includes 30,862 restricted stock units previously reported, of which (a) 11,302 units have vested and which, pursuant to Ms. James' election to defer, will be converted on a one-for-one basis into shares of Applied common stock and paid to her on the date of her termination of service from the Applied Board, (b) 1,923 units will be converted in the future on a one-for-one basis into shares of

(2) Applied common stock upon vesting, which vesting is scheduled to occur in installments during each December of 2012 and 2013, and (c) 17,637 units are scheduled to vest in installments during each March of 2013 through 2015 and which, pursuant to Ms. James' election to defer, will be converted on a one-for-one basis into shares of Applied common stock and paid to her on the date of her termination of service from the Applied Board (all vesting is subject to continued service as a director through each 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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