

MAYDAN DAN
Form 4
November 29, 2005

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 *
MAYDAN DAN

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)
11/25/2005

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

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

(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 95052-8039

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/25/2005 | | M | 265,700 A \$ 15.5 | 435,127 ⁽¹⁾ | D | |
| Common Stock | 11/25/2005 | | S | 265,700 D \$ 18.3228 | 169,427 ⁽¹⁾ | D | |
| Common Stock | | | | | 700.754 | I | By the 401(k) Plan |
| Common Stock | | | | | 21,926 | I | Support Org. ⁽²⁾ |
| | | | | | 413,456 | I | |

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| | | | | | | |
|--------------|--|-------------------------|---|--|--|----------------------------|
| Common Stock | | | | | | Family Ltd. Partnership #1 |
| Common Stock | | 301,383 | I | | | Family Ltd. Partnership #2 |
| Common Stock | | 434 | I | | | Maydan GRAT #2 |
| Common Stock | | 1,274,156 <u>(3)</u> | I | | | Maydan Family Trusts (4) |
| Common Stock | | 1 | I | | | Maydan 1998 CLAT |

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 Number of Shares |
| Employee Stock Option (right to buy) | \$ 15.5 | 11/25/2005 | | M | 265,700 | 07/15/2002 | 04/15/2006 | Common Stock | 265,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MAYDAN DAN C/O APPLIED MATERIALS, INC. 3050 BOWERS AVE., PO BOX 58039, M/S 2023 SANTA CLARA, CA 95052-8039 | X | | | |

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

11/29/2005

__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) Decreased number of shares reflects the transfer of 1,036 shares to a Maydan Family Trusts account.
- (2) Dr. Maydan has no pecuniary interest in these shares, but he does have a controlling interest.
- (3) Increased number of shares reflects the transfer of 1,036 shares from Dr. Maydan's direct holdings.
- (4) Refers to trusts for the benefit of the reporting person and/or his family.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.