

APPLIED MATERIALS INC /DE
Form 4
February 26, 2014

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 *
DICKERSON GARY E

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)
02/24/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and CEO

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

(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)
			Code	V	Amount or Price		
Common Stock	02/24/2014		M		63,604 (1)	A	\$ 4.4 1,400,021 (2) D
Common Stock	02/24/2014		M		71,489 (1)	A	\$ 5.12 1,471,510 (2) D
Common Stock	02/24/2014		M		59,573 (1)	A	\$ 5.92 1,531,083 (2) D
Common Stock	02/24/2014		M		72,694 (1)	A	\$ 5.96 1,603,777 (2) D
	02/24/2014		M			A	\$ 6.15 1,979,082 (2) D

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Common Stock						375,305		
						<u>(1)</u>		
Common Stock	02/24/2014		M			65,531	A	\$ 6.3 2,044,613 <u>(2)</u> D
						<u>(1)</u>		
Common Stock	02/24/2014		S			708,196	D	\$ 19.14 1,336,417 <u>(2)</u> D
								<u>(3)</u>

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 Shares
Employee Stock Option (Right to Buy)	\$ 4.4	02/24/2014		M	63,604	11/10/2011 05/14/2016	Common Stock 63,604
Employee Stock Option (Right to Buy)	\$ 5.12	02/24/2014		M	71,489	11/10/2011 08/12/2017	Common Stock 71,489
Employee Stock Option (Right to Buy)	\$ 5.92	02/24/2014		M	59,573	11/10/2011 02/26/2017	Common Stock 59,573
Employee Stock Option (Right to Buy)	\$ 5.96	02/24/2014		M	72,694	11/10/2011 08/14/2016	Common Stock 72,694
	\$ 6.15	02/24/2014		M	375,305	11/10/2011 11/12/2016	375,305

Employee
Stock
Option
(Right to
Buy)

Common
Stock

Employee
Stock
Option \$ 6.3 02/24/2014 M 65,531 11/10/2011 05/13/2017
(Right to
Buy)

Common
Stock 65,531

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DICKERSON GARY E C/O APPLIED MATERIALS, INC. P.O. BOX 58039, 3050 BOWERS AV, M/S 1268 SANTA CLARA, CA 95054			President and CEO	

Signatures

/s/ Yvonne Leyba,
Attorney-in-Fact 02/26/2014

**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 stock options that were originally granted by Varian Semiconductor Equipment Associates, Inc. ("Varian"), assumed by Applied Materials, Inc. ("Applied") and converted into Applied stock options in connection with Applied's acquisition of Varian. Mr. Dickerson exercised these options to mitigate a punitive 15% excise tax that would have been levied on the value of any of his unexercised stock options outstanding at the consummation of the planned business combination with Tokyo Electron Limited.

(2) Increased number of shares reflects periodic payroll acquisitions under Employees' Stock Purchase Plan that are exempt under Rule 16a-10 and Rule 16b-3. Number of shares includes: (a) 900,000 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) provided specified performance goals are achieved, 500,000 shares will be scheduled to vest in installments during each July of 2014 through 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 achievement of specified performance goals; and (ii) provided specified performance goals are achieved, 400,000 shares will be scheduled to vest in installments during each December of 2014 through 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 achievement of specified performance goals; and (b) 330,000 shares of restricted stock previously reported that are scheduled to vest in installments during each June of 2014 and 2015 (all vesting is subject to continued employment through each applicable vest date).

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.13 to \$19.18, inclusive. The reporting person undertakes to provide to Applied Materials, Inc., any security holder of Applied Materials, Inc., 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 footnote 3 to this Form 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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