

Ghanayem Steve G.
Form 4
December 18, 2017

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 *
Ghanayem Steve G.

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, New Mrkts & Alliances Grp

(Last) (First) (Middle)
C/O APPLIED MATERIALS, INC., 3050 BOWERS AVE., M/S 1268, PO BOX 58039
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2017

SANTA CLARA, CA 95054

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

(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	12/14/2017		A	(A) Amount 46,272 (1)	\$ 0 469,122	D	
Common Stock	12/14/2017		A	(A) Amount 28,016 (2)	\$ 0 497,138	D	
Common Stock	12/14/2017		A	(A) Amount 28,016 (3)	\$ 0 525,154 (4)	D	
Common Stock					4,379.519 (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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ghanayem Steve G. C/O APPLIED MATERIALS, INC. 3050 BOWERS AVE., M/S 1268, PO BOX 58039 SANTA CLARA, CA 95054			SVP, New Mrkts & Alliances Grp	

Signatures

/s/ Harpreet S. Bal, 12/18/2017
Attorney-in-Fact

**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 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 performance shares will be converted on a one-for-one basis into shares of
- (1) Applied Materials common stock upon vesting, which vesting is scheduled to occur as follows: 23,136 shares are scheduled to vest on December 19, 2017 and 11,568 shares are scheduled to vest on December 19 of each of 2018 and 2019 (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 common stock upon vesting, which vesting is scheduled to occur on December 19, 2020, 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

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vest ranges from 0% to 200% of the target amount, depending on the achievement of specified performance goals.

- Represents restricted stock units that will be converted on a one-for-one basis into shares of Applied Materials common stock upon vesting, which vesting is scheduled to occur in three equal annual installments beginning December 19, 2018, depending on the achievement of specified performance goals and continued employment through each applicable vest date.
- (3)

- Number of shares includes 277,762 performance shares and restricted stock units previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials common stock upon vesting, which vesting is scheduled to occur as follows: (a) 10,350 restricted stock units are scheduled to vest in January 2018, (b) 20,000 restricted stock units are scheduled to vest in October 2018, (c) 108,084 performance shares are scheduled to vest in installments in December of 2017 through 2019, (d) 51,911 performance shares are scheduled to vest in December 2019, which number of shares is the target amount, and the actual number of shares that may vest ranges from 0% to 200% of the target amount, depending on achievement of specified performance goals, (e) 51,911 restricted stock units are scheduled to vest in installments in December of 2017 through 2019 and (f) 35,506 restricted stock units are scheduled to vest in installments in December of 2018 through 2021, depending on achievement of a specified performance goal (all vesting is subject to continued employment through each applicable vest date).
- (4)
- (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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