

APPLIED MATERIALS INC /DE
Form 4
November 13, 2013

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 *
HALLIDAY ROBERT J

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)
Senior Vice President & CFO

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

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2013

SANTA CLARA, CA 95054
(City) (State) (Zip)

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

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 | 03/04/2013 | | S | | 651 ⁽¹⁾ | D | |
| | | | | | \$ 13.52 | | |
| Common Stock | 11/10/2013 | | A | | 120,000 ⁽³⁾ | A | |
| | | | | | \$ 0 | | |
| Common Stock | 11/10/2013 | | F | | 20,872 ⁽⁵⁾ | D | |
| | | | | | \$ 17.75 | | |
| | | | | | 243,954 ⁽²⁾ | D | |
| | | | | | 340,562 ⁽⁴⁾ | D | |
| | | | | | 319,690 ⁽⁶⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| HALLIDAY ROBERT J C/O APPLIED MATERIALS, INC. P.O. BOX 58039, 3050 BOWERS AV, M/S 1268 SANTA CLARA, CA 95054 | | | Senior Vice President & CFO | |

Signatures

/s/ Yvonne Leyba,
Attorney-in-Fact

11/13/2013

**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) Shares were acquired in February 2013 in a transaction under the Employees' Stock Purchase Plan that is exempt under Rule 16a-10 and Rule 16b-3.
 - Number of shares includes 220,000 performance shares previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. ("Applied") common stock upon vesting, which vesting is scheduled to occur as follows: (a) 80,000 shares are scheduled to vest in installments during each November of 2013 and 2014; (b) 40,000 shares are scheduled to vest in installments during each January of 2014 through 2017; and (c) provided specified performance goals are achieved, 100,000 shares will be scheduled to vest in installments during each December of 2013 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 the achievement of specified performance goals (all vesting is subject to continued employment through each applicable vest date).
- (3) Represents performance shares that will be converted on a one-for-one basis into shares of Applied common stock upon vesting. Vesting is scheduled to occur in three equal annual installments beginning November 10, 2014; provided that the unvested portion of the

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performance shares that otherwise is scheduled to vest during calendar year 2014 will accelerate vesting as of three trading days prior to the closing of the transactions contemplated in connection with the business combination agreement, dated September 24, 2013, between Applied and Tokyo Electron Limited (all vesting is subject to continued employment through each applicable vest date).

(4) 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 220,000 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 is scheduled to occur as follows: (a) 80,000 shares are scheduled to vest in installments during each November of 2013 and 2014; (b) 40,000 shares are scheduled to vest in installments during each January of 2014 through 2017; and (c) provided specified performance goals are achieved, 100,000 shares will be scheduled to vest in installments during each December of 2013 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 the achievement of specified performance goals (all vesting is subject to continued employment through each applicable vest date).

(5) Represents shares that were automatically withheld upon vesting of performance shares to cover tax withholding obligations in a transaction exempt under Rule 16b-3.

(6) Number of shares includes 300,000 performance shares that in the future will be converted on a one-for-one basis into shares of Applied common stock upon vesting, which vesting is scheduled to occur as follows: (a) 160,000 shares are scheduled to vest in installments during each November of 2014 through 2016; (b) 40,000 shares are scheduled to vest in installments during each January of 2014 through 2017; and (c) provided specified performance goals are achieved, 100,000 shares will be scheduled to vest in installments during each December of 2013 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 the achievement of specified performance goals (all vesting is subject to continued employment through each applicable 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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