

Nalamasu Omkaram
Form 4
May 22, 2013

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nalamasu Omkaram

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)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Group VP, CTO

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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. Code (Instr. 8)	4. Securities Acquired Transaction(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 Beneficial Ownership (Instr. 4)
Common Stock	05/20/2013		M	24,000 A	\$ 8.58 422,336 ⁽¹⁾	D	
Common Stock	05/20/2013		S	24,000 D	\$ 14.97 398,336 ⁽¹⁾ ⁽²⁾	D	
Common Stock	05/20/2013		S	30,261 D	\$ 14.97 368,075 ⁽¹⁾ ⁽²⁾	D	

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

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SEC 1474
(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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.58	05/20/2013		M	24,000	⁽³⁾ 03/09/2014	Common Stock 24,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Group VP, CTO

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

05/22/2013

__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) 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 366,250 performance shares previously reported that in the future will be converted on a one-for-one basis into shares of Applied Materials, Inc. common stock upon vesting, which vesting is scheduled to occur as follows: (a) 2,500 shares are scheduled to vest in July 2013; (b) 19,000 shares are scheduled to vest in installments during each February of 2014 and 2015; (c) 19,750 shares are scheduled to vest in installments during each January of 2014 and 2015; and (d) provided specified performance goals are achieved, 325,000 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

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depending on achievement of specified performance goals (all vesting is subject to continued employment through each applicable vesting date).

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.96 to \$14.99, 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 2 to this Form 4.
- (3) Shares became exercisable in two equal annual installments beginning on April 1, 2011.

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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