

APPLIED MATERIALS INC /DE

Form 4

June 03, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DICKERSON GARY E

(Last) (First) (Middle)

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

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/31/2013		M	(A) or (D) Amount 210,488 (1)	\$ 3.36 1,661,139 (2)	D	
Common Stock	05/31/2013		M	(A) or (D) Amount 54,520 (1)	\$ 3.63 1,715,659 (2)	D	
Common Stock	05/31/2013		S	(A) or (D) Amount 265,008 (3)	\$ 15.31 1,450,651 (2)	D	

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)	\$ 3.36	05/31/2013		M	210,488	11/10/2011 11/24/2015	Common Stock 210,4
Employee Stock Option (Right to Buy)	\$ 3.63	05/31/2013		M	54,520	11/10/2011 02/26/2016	Common Stock 54,52

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

Signatures

/s/ Charmaine Mesina,
Attorney-in-Fact

06/03/2013

**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) Represents stock options that were originally granted by Varian Semiconductor Equipment Associates, Inc. ("Varian") and were assumed by Applied Materials, Inc. ("Applied") and converted into Applied stock options in connection with Applied's acquisition of Varian.

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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 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 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 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 achievement of specified performance goals; and (b) 550,000 shares of restricted stock previously reported that, provided specified performance goals are achieved, will be scheduled to vest in installments during each June of 2013 through 2015 (all vesting is subject to continued employment through each applicable vest date).

- (2)
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.25 to \$15.37, 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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